Prabha Energy Limited

13th August, 2026

To,
Corporate Relations Department
BSE Limited
2nd Floor, P.J. Towers,
Dalal Street,
Mumbai-400 001
Scrip Code: 544379

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

Sub.: Intimation of Notice of 17th Annual General Meeting of the Company along with the Annual Report for the financial year 2025-26, Book Closure, E-voting Facility and fixation of cut-off date.

Dear Sir/Madam,

With reference to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we would like to inform you that the 17th Annual General Meeting ("AGM") of the Company is scheduled to be held on Tuesday, September 08, 2026 at 11:00 a.m. IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

Pursuant to Regulation 34(1) of SEBI Listing Regulations, we are submitting herewith the Notice of 17th AGM along with the Annual Report for the Financial Year 2025-26 of the Company, which is being sent through electronic mode to the members.

The Annual Report containing the Notice is also uploaded on the Company's website and can be accessed at www.prabhaenergy.com.

Further, Pursuant to Regulation 42 of the SEBI Listing Regulations, the Register of Member and Share Transfer Books of the Company will remain closed from Wednesday, September 02, 2026 to Tuesday September 08, 2026 (both days inclusive) for taking record of the Members of the Company for the purpose of 17th Annual General Meeting of the Company.

Further, Pursuant to Regulation 44 of SEBI Listing Regulations, the Company has fixed Tuesday, September 01, 2026 as the cut-off date to determine the entitlement of the shareholders to cast their vote electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

The Company has availed remote e-voting and venue e-voting service(s) from M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Pvt. Ltd.) and below is the calendar of the events for remote e-voting:

1.	Date and time of commencement of voting through electronic means	Friday, 04th September, 2026 (from 09:00 a.m. IST onwards)
2.	Date and time of end of voting through electronic means	Monday, 07th September, 2026 (till 05:00 p.m. IST)
3.	Date of declaration of result by the Chairman	Within two working days from the conclusion of the AGM

You are requested to consider the same for your reference and record.

Thanking you,

Yours faithfully,

For, Prabha Energy Limited

NIKITA AGARWALLA Digitally signed by NIKITA AGARWALLA Date: 2026.08.13 14:47:47 +05'30'

Nikita Agarwalla
Company Secretary & Compliance Officer
Membership No. A69933

Encl: as above

Notice of the 17th Annual General Meeting

NOTICE is hereby given that the 17th Annual General Meeting ("AGM") of the Members of **PRABHA ENERGY LIMITED** will be held on Tuesday, September 08, 2026 at 11:00 A.M. through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the registered office of the Company situated at 12A, Abhishree Corporate Park, Opp Swagat BRTS Bus Stop, Ambli-Bopal Road, Bopal, Ahmedabad, Gujarat, India, 380058.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone financial statements and Audited Consolidated Financial Statements (including Balance Sheet, Statement of Profit and Loss and Cash flow Statement) of the Company for the financial year ended on March 31, 2026 and the Reports of the Board of Directors and Auditors thereon.

To consider and adopt and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended on March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended on March 31, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Prem Singh Sawhney (DIN: 03231054), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Prem Singh Sawhney (DIN: 03231054), who retires by rotation and being eligible, offers himself for re-appointment and be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED BY THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **"Ordinary Resolution"**

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb) (zc), 23(4) and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval of the Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in detail in Explanatory Statement annexed herewith to this resolution and more specifically set out in Table no. A1 to A4 in the explanatory statement to this resolution on the respective material terms & conditions as mentioned in the said table."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any Executive Committee of Directors thereof to exercise its power including powers conferred under this resolution be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT Mr. Prem Singh Sawhney, Chairman & Director, Mr. Shanil Paras Savla, Managing Director, Mr. Vishal G. Palkhiwala, Director & Chief Financial

Notice of the 17th Annual General Meeting

Officer and Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds and things which are necessary or expedient, to give effect to the aforesaid resolution(s)."

4. TO APPROVE RE-APPOINTMENT OF MR. PREM SINGH SAWHNEY (DIN: 03231054) AS THE EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable Regulations of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and any other applicable laws and such other approvals as may be required, the approval of the Members be and is hereby accorded to re-appoint, Mr. Prem Singh Sawhney (DIN: 03231054) as the Director (Professional, Executive) of the Company for a period of 3 (Three) years, on expiry of his present term of office, i.e., with effect from February 20, 2027, on terms and conditions including remuneration as set out hereunder, including the remuneration payable in event of no profit or inadequate profit during any financial year, with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit.

Particulars	Proposed
Salary	Upto Rs. 15,00,000/- per month
Tenure	Re-appointed for a period of three (3) years w.e.f February 20, 2027.
Other Terms and Conditions	a. He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof. b. The Company will reimburse expenses incurred for traveling, boarding and lodging for the Company's business and it shall not considered as perquisites. c. He shall be free to resign his office by giving proper notice in writing to the Company.

"RESOLVED FURTHER THAT The term of office of Mr. Prem Singh Sawhney as the Executive Director of the Company shall be subject to retire by rotation."

"RESOLVED FURTHER THAT notwithstanding anything contained herein, in the event of no profit or inadequate profits in any financial year during the tenure of his appointment, Mr. Prem Singh Sawhney shall be entitled to the remuneration as provided above, notwithstanding that such remuneration exceeds or may exceed the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V thereto, subject to such approvals as may be required under applicable law."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary, proper or expedient for giving effect to the aforesaid resolution and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Company Secretary, as may be deemed appropriate."

5. RE-APPOINTMENT OF MS. SHAILY JATIN DEDHIA (DIN: 08853685) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations"), Ms. Shaily Jatin Dedhia (DIN: 08853685), who was appointed as an Independent Director of the Company and who holds office up to June 26, 2027, and who has submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act

Notice of the 17th Annual General Meeting

from a member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, that is, up to June 26, 2032."

"RESOLVED FURTHER THAT Mr. Prem Singh Sawhney, Chairman & Director, Mr. Shanil Paras Savla, Managing Director, Mr. Vishal G. Palkhiwala, Director & Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, writings and filings, and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including filing the requisite forms and intimations with the Registrar of Companies, the Stock Exchanges and any other statutory or regulatory authorities, as may be required."

6. **TO CONSIDER AND APPROVE RAISING OF FUNDS FOR AN AMOUNT UPTO RS. 150,00,00,000 (RUPEES ONE HUNDRED FIFTY CRORES ONLY) THROUGH QUALIFIED INSTITUTIONS PLACEMENT BASIS, IN ONE OR MORE TRANCHES:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with Stock Exchange, where the equity shares of face value of Re. 1 (Rupee One) each of the Company (the "Equity Shares") are listed and in accordance with the applicable law or regulation, including without limitation, the provisions of the Foreign Exchange Management Act, 1999, and the regulations made thereunder including the Foreign Exchange Management (Non-Debt Instrument) Rules 2019, Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations 2019, and other applicable statutes, laws, regulations/ guidelines, rules, notifications or circulars, if any, issued by Securities and Exchange Board of India ("SEBI"), Ministry of Finance, Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Government of India ("GOI"), Stock Exchange, Registrar of Companies, Ahmedabad ("RoC") and such other governmental/ statutory/regulatory authorities in India or abroad, and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchange , RBI, MCA, GOI, RoC, or any other concerned governmental/ statutory/ regulatory authority in India or abroad and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), the consent of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, such number of Equity Shares (as defined under Regulation 171 of the SEBI ICDR Regulations) (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted), through one or more of the permissible modes including but not limited to private placement, qualified institutions placement ("QIP") in terms of Chapter VI of the SEBI ICDR Regulations, to any eligible investors, including, resident and/or non-resident/ foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/ mutual funds/pension funds/venture capital funds/banks/ alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/which are authorized to invest in Securities of the Company as per extant regulations/guidelines or any combination of the above as may be decided by the Board in its absolute discretion (whether or not such investors are members of the Company, to all or any of them, jointly and/ or severally), at such time and at such prices, at a discount or premium to the market price, in accordance with applicable law, and in such manner and on such terms and conditions, as may be determined by the Board in its absolute discretion and wherever necessary in consultation with the lead manager(s) and/or other advisor(s) for an aggregate amount not exceeding Rs. 150,00,00,000 (Rupees One Hundred Fifty Crores Only) (inclusive of such discount or premium to market price or prices permitted under applicable law), on such other terms and conditions as may be mentioned in the offer document and/or placement document and/or private placement offer letter (along with the application form) and/ or such other documents/ writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by

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the Board in its absolute discretion, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the lead managers and/or other advisors appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchange, RBI, MCA, GOI, ROC, or any other concerned governmental/ statutory/ regulatory authority in India or abroad, together with any amendments and modifications thereto (the "Issue").

"RESOLVED FURTHER THAT the terms and conditions of the Issue shall be as follows:

(a) the allotment of Equity Shares shall only be made to qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations;

(b) in case of allotment of Equity Shares, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee thereof decides to open the Issue in accordance with Regulation 171(b) (i) of the SEBI ICDR Regulations;

(c) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

(d) the allotment of Securities shall be completed within a period of 365 days from the date of passing of this resolution by the members of the Company;

(e) all eligible securities issued under the Issue shall be listed on the recognised stock exchange where the Equity Shares of the Company are listed;

(f) the Issue of Equity Shares to be made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be made at such price which is not less than the price determined in accordance with the pricing formula in accordance with Regulation 176 of the SEBI ICDR Regulations (the "Floor Price"), provided that the Board may, at its discretion and in accordance with applicable law, offer a discount of not more than five per cent or such other percentage as permitted under applicable law, on such Floor Price, and the price determined for the Issue shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable;

(g) the Equity Shares arising pursuant to the Issue shall rank pari-passu in all respects including dividend entitlement with the existing Equity Shares of the Company;

(h) the eligible securities allotted under the Issue shall not be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange; and no allotment shall be made, either directly or indirectly, to any qualified institutional buyer who is a promoter of the Company or any person related to the promoters of the Company;

(i) No partly paid up Equity Shares shall be issued and allotted; and

(j) No single allottee shall be allotted more than fifty percent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations"

"RESOLVED FURTHER THAT in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing and utilisation of the proceeds and to finalise and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto by the authority of this resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to creation, offer, issue, allotment or listing of the Securities pursuant to the offering, the Board be and is hereby authorized, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to the negotiation, finalization and approval of the draft as well as final offer document(s), placement document, and any addenda or corrigenda thereto with the regulatory authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the "Transaction Documents") (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "Ancillary Documents") as may be required or necessary for the aforesaid purpose, including to sign and/or dispatch all forms, filings, documents and notices to be signed,

Notice of the 17th Annual General Meeting

submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds Rs. 100,00,00,000 (Rupees One Hundred Crores only), the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue."

"RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution to any committee of the Board, or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and settle any questions or difficulties that may arise in this regard to the offering."

"RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, monitoring agency, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith."

Registered Office:
12A, Abhishree Corporate Park, Opp Swagat BRTS Bus Stop, Ambli-Bopal Road, Bopal, Ahmedabad, Gujarat, India, 380058.

Place : Ahmedabad
Date : July 30, 2026

By Order of the Board

sd/-
Nikita Agarwalla
Company Secretary
Membership No. A69933

Notice of the 17th Annual General Meeting

Notes:

1. In compliance with all the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities Exchange Board of India ('SEBI'), permitted the holding of the General Meetings through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), MCA Circulars for General Meetings and SEBI Circulars for General Meetings, the AGM of the Company is being held through VC / OAVM on Tuesday, September 08, 2026. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses Item Nos. 3 to 6 in the Notice is annexed hereto.

3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM. Hence, proxy form, attendance slip and route map are not annexed to this Notice. However, Institutional Investors and Corporate Members are entitled to appoint authorised representatives to attend this AGM through VC / OAVM, participate there at, and cast their votes through e-voting.

4. Institutional shareholders (i.e. investors other than individuals, HUF, NRI etc.) intending to appoint authorised representative to participate and/ or vote through e-voting, are requested to send scanned copy of the certified true copy of Board Resolution/ Authority letter etc. to the Scrutinizer by e-mail to support@csrajeshparekh.in with a copy marked to rnt.helpdesk@in.mpms.mufg.com

5. The relevant details of the Director seeking re-appointment at this AGM are provided at the end of the Explanatory Statement annexed hereto, in accordance with Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

6. The Members may join the AGM in the VC / OAVM mode thirty minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. In line with the General Circular issued by the Ministry of Corporate Affairs and the relevant circulars issued by SEBI, the Notice of this AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA. For the physical copy of Annual Report, the Members may send requests to the Company's dedicated investor email-id: cs@prabhaenergy.com, mentioning their name, demat account number, email id and contact number. The Notice of 17th Annual General Meeting and Annual Report for FY 2025-26 is also available on the Company's website - www.prabhaenergy.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

   In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024, Notice of the AGM along with the Integrated Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / DPs. Further, a letter providing a weblink for accessing the Notice of the AGM and Integrated Annual Report will be sent to those shareholders who have not registered their email addresses.

9. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his / her Depository Participant. Since all the Shares of the Company are held in dematerialized form, members are requested to register their email address with the concerned DPs.

10. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant for Shares held in dematerialized form

11. Members desirous of seeking information regarding Accounts of the Company are requested to send their queries to cs@prabhaenergy.com on or before Monday, August 31, 2026.

13. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.

14. The Company does not have any shareholder holding shares in physical form. Accordingly, the SEBI circulars and requirements relating to processing of service requests

Notice of the 17th Annual General Meeting

for physical securities are presently not applicable to the Company. Members holding shares in dematerialised form are requested to update their KYC details, bank account particulars, nomination, e-mail address, mobile number and other details with their respective Depository Participants. For any assistance, Members may contact the Company's Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited).

15. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account.

16. The members who have already casted their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

17. Securities and Exchange Board of India ("SEBI") has introduced the ODR Portal to streamline and strengthen the existing dispute resolution mechanism in the Indian Securities Market. With introduction of this mechanism, there will be enhanced degree of regulatory supervision of SEBI over disputes between aggrieved parties. The ODR order is binding on the parties involved in the dispute.

18. Further, the contact details of the Company and RTA are also available on the website of the Company

19. Investor Grievance Redressal: The Company has designated an exclusive e-mail address i.e., cs@prabhaenergy.com to enable the investors to register their complaints / send correspondence, if any.

    Members may note that in case they have any dispute against the Company and / or its RTA, as per SEBI directives, they can file for Online Resolution of Dispute which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market. Members can use this mechanism only after they have lodged their grievance with the Company and SEBI SCORES system and are not satisfied with the outcome. For more details, please see the following weblinks of the stock exchanges: BSE Limited: https://bsecrs.bseindia.com/ecomplaint/frmInvestorHome.aspx National Stock Exchange of India Limited: https://www.nseindia.com/static/complaints/onlinedispute-resolution

20. Members are requested to update their KYC data to receive all communications and dividend information - The shareholders are requested to update their KYC data viz., PAN Number, email id, address, mobile number and bank account details with their respective Depository Participant(s) to ensure ease of communication and seamless remittances.

21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode upto the date of AGM and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send the e-mail to cs@prabhaenergy.com.

22. All documents referred to in the accompanying Notice and the Explanatory Statement(s) shall be open for inspection by the Members by writing an e-mail to the Company Secretary at cs@prabhaenergy.com.

23. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.

24. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through electronic mode in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd). Members of the Company holding shares as on the cut-off date i.e. Tuesday, September 01, 2026, may cast their vote either by remote e-voting or e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

26. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

    Remote e-voting period begins on September 04, 2026 at 09:00 am and shall end on September 07, 2026 at 05:00 pm. During this period, Members of the Company, holding shares, as on the cutoff date September 01, 2026 may cast their vote electronically. E-voting module shall be disabled by MUFG for voting thereafter.

    In terms of SEBI circular no. SEBI/HO/CFD/PoD2/

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CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “IDeAS Login Section”.

b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.

d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.

c) Enter the last 4 digits of your bank account / generate ‘OTP’

d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 2 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the “Login” tab available under ‘Shareholder/ Member’ section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.

b) Enter existing username, Password & click on “Login”.

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

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b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

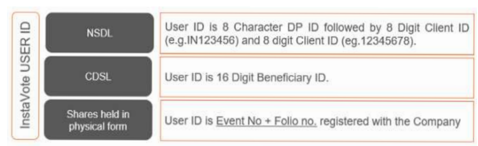
Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".

   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

   1. User ID: Enter User ID
   2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
   3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
   4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

      o Shareholders holding shares in **demat form**, shall provide 'D' above

      o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

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5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu Section

C. Map the Investor with the following details:

   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
   2) 'Investor's Name - Enter Investor's Name as updated with DP.
   3) 'Investor PAN' - Enter your 10-digit PAN.
   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

      NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

      Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

   Event No.s can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by

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selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID

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and Forget Password option available at above mentioned depository/ depository participants website.

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22nd September, 2025, the Companies can conduct their AGMs/ EGMs by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

e) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares

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(which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

27. GENERAL INSTRUCTION AND INFORMATION FOR MEMBERS:

1. The Company has appointed Mr. Rajesh Parekh, Partner (Membership No. A8073 & Certificate of Practice No. 2939) failing him Mr. Jay Surti, Partner (Membership No. F11534 & Certificate of Practice No. 18712) of M/s. RPSS & Co, Practicing Company Secretaries, Ahmedabad to act as the Scrutinizer, for conducting the 17th Annual General Meeting, voting (remote E-voting and E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
2. The Scrutinizer shall, immediately after the conclusion of voting at the 17th AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than within 2 working days, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman.
3. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website i.e. www.prabhaenergy.com immediately after the Results is declared and communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed.
4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@prabhaenergy.com.
5. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@prabhaenergy.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 02, 2026 to Tuesday September 01, 2026 (both days inclusive).

Contact Details:

Company	:	PRABHA ENERGY LIMITED CIN: L40102GJ2009PLC057716 Registered Office: 12A, Abhishree Corporate Park, Opp Swagat BRTS Bus Stop, Ambli-Bopal Road, Bopal, Ahmedabad, Ahmedabad, Gujarat, India, 380058 Tel No: 02717-488611 Email Id: cs@prabhaenergy.com Website: www.prabhaenergy.com

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Registrar & Share Transfer Agent and E-voting Agency	:	MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd). 5th Floor, 506 to 508, Amarnath Business Centre –1 (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ellisbridge, Ahmedabad – 380 006 Tel No: +91 079 26465179 Fax: +91 022 4918 6060 Email Id: ahmedabad@in.mpms.mufg.com Website : www.in.mpms.mufg.com
Scrutinizer	:	Mr. Rajesh Parekh, Partner M/s. RPSS & Co, Practicing Company Secretaries Email Id: pcs.rpss@gmail.com

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.

The statements pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts relating to the Special Businesses mentioned in accompanying Notice are as follows:

SPECIAL BUSINESS:

Item No. 3:

The Company is engaged in the business of exploration, development, production and trading of oil and natural gas, with business interests in both conventional and unconventional hydrocarbon resources. The Company has a portfolio of onshore exploration and production assets across conventional oil and gas, Coal Bed Methane (CBM) and marginal oil fields, and undertakes activities relating to the exploration, development and production of hydrocarbons.The annual consolidated turnover of the Company as on 31st March, 2026 is INR 610.80 Lakhs.

In furtherance of its business activities, the Company have entered into / will enter into transactions/ contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

All related party transactions of the Company are at arm's length and in the ordinary course of business.

In accordance with Regulation 23 of the Listing Regulations, approval of the shareholders is sought for (a) related party transactions which in a financial year, exceed the lower of (i) ₹ 1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company; and (b) any subsequent material modifications thereto as defined by the Audit Committee of the Company.

The approval of the members pursuant to resolution no. 3 is being sought for the related party transactions / contracts / agreements / arrangements set out in Table nos. A1 to A4

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

Minimum Information to be provided to the shareholders for approval of Material RPTs:

Sr. No	Particulars of information	Details
a)	Summary of information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer Table A
b)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer Table A
c)	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.
d)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval.

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Sr. No	Particulars of information	Details
e)	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable
f)	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable
g)	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act 2013.

TABLE-A

Particulars	A1	A2	A3	A4
1. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Prem Singh Sawhney Prem Singh Sawhney is the Chairman and Director of the Company	Shanil Paras Savla Shanil Paras Savla is Managing Director and part of Promoter Group of the Company	Shanil Paras Savla Shanil Paras Savla is Managing Director and part of Promoter Group of the Company	Deep Industries Limited DIL is Related party and Group Company
2. Name of Director(s) or Key Managerial Personnel who is related if any,	Not Applicable	Not Applicable	Not Applicable	Not Applicable
3. Type, Material terms and particulars of the proposed transactions	The Company proposes to pay remuneration in accordance with the terms and conditions approved by the shareholders of the Company and in compliance with applicable provisions of the Companies Act, 2013, and other applicable laws.	The Company proposes to pay remuneration in accordance with the terms and conditions approved by the shareholders of the Company and in compliance with applicable provisions of the Companies Act, 2013 and other applicable laws.	The Company proposes to enter into loan transaction(s) with its Managing Director, from time to time, as may be required for the business requirements of the Company.	The Company proposes to enter such Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se.

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Particulars	A1	A2	A3	A4
4. Tenure of proposed transaction	The above remuneration arrangement is of a continuing nature. Approval of the Members is being sought for the remuneration payable to Mr. Prem Singh Sawhney for his current term of office and, subject to the approval of his re-appointment by the Members, for his proposed second term commencing from February 20, 2027, and to Mr. Shanil Paras Savla for his current term of office.		The above arrangements are for continuing business transactions. Approval of the Members is being sought for transactions during the conclusion of 17th Annual General Meeting of the Company till the conclusion of 18th Annual General Meeting of the Company to be held in the financial year 2027.	
5. Value of proposed transaction	The remuneration payable shall be up to INR 180 Lakhs (Rupees One Hundred and Eighty Lakhs only) per annum.	The remuneration payable shall be up to INR 72 Lakhs (Rupees Seventy-Two Lakhs only) per annum towards salary, in addition to such perquisites, allowances and other benefits as approved by the Members of the Company by way of a resolution passed on January 30, 2026.	The Company estimates that the aggregate amount of loan to be taken shall be upto INR 10 crores (Rupees Ten Crores only) The interest on the outstanding cumulative loan will be charged in compliance with the provisions of the Companies Act, 2013.	The Company estimates that the monetary value to be upto INR 75 crores (Rupees Seventy Five Crores only) The interest on the outstanding cumulative loan/ debt securities will be charged in compliance with the provisions of the Companies Act, 2013.
6. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	29.47% of the Annual Turnover of the Company. (Annual consolidated Turnover for the financial year ended on 31st March, 2026 is ₹ 610.80 Lakhs)	11.79% of the Annual Turnover of the Company. (Annual consolidated Turnover for the financial year ended on 31st March, 2026 is ₹ 610.80 Lakhs)	163.72% of the Annual Turnover of the Company. (Annual consolidated Turnover for the financial year ended on 31st March, 2026 is ₹ 610.80 Lakhs)	1227.90% of the Annual Turnover of the Company. (Annual consolidated Turnover for the financial year ended on 31st March, 2026 is ₹ 610.80 Lakhs)

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Particulars	A1	A2	A3	A4
7. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) details of source of funds in connection with the proposed transaction. b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments- nature of indebtedness, cost of funds and tenure. c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature or security; and d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction		Not Applicable		The Company may infuse Inter Corporate Deposit(s) or give loans in single or multiple tranches from its internal accruals or from borrowed funds. At present the Company has not incurred any financial indebtedness to make or give loans, inter-corporate deposits, advances or investment. The Company may in future incur the same in order to meet the business requirements. The financial assistance would be unsecured with repayment over a period running between one – five years from date of disbursement; however, the borrowing entity will have the right to make pre-payment, without any pre-payment charges during the tenor of relevant financial assistance. Financial assistance will carry interest at appropriate rates as per defined norms and regulations. Financial assistance will be utilized by the borrowing company for its business purposes including expansion, working capital requirements and other business purposes.

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Particulars	A1 A2	A3	A4
8. Justification as to why the RPT is in the interest of the listed entity.	The proposed payment of remuneration to Mr. Prem Singh Sawhney and Mr. Shanil Paras Savla, Executive Directors of the Company, is in the ordinary course of the Company's business and is essential for ensuring continuity of leadership, strategic direction, and efficient management of the Company's operations. The remuneration forms part of their approved terms of appointment and has been determined by the Nomination and Remuneration Committee after considering their qualifications, experience, responsibilities, industry benchmarks, the scale and complexity of the Company's business, and prevailing market practices. Since the aggregate remuneration payable to each of the Executive Directors during the approved tenure exceeds the materiality threshold prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prior approval of the Members is being sought. The remuneration is proposed to be paid in accordance with the terms approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and reviewed by the Audit Committee. The transaction is considered to be in the best interests of the Company as it enables the Company to retain experienced leadership and ensures effective management and long-term value creation for all stakeholders. The approval sought under this Resolution shall cover the remuneration payable during the approved tenure as mentioned under point 4 above, subject to the terms and conditions set out in the resolution and provided there is no material modification in such terms. Any material modification shall be subject to such approvals as may be required under applicable law.	The Company, in the ordinary course of its business, may require additional financial resources to meet its working capital requirements, capital expenditure, business expansion plans, repayment of existing borrowings and other general corporate purposes. In order to ensure timely availability of funds, the Company proposes to avail financial assistance in the form of a loan from Mr. Shanil Paras Savla, Managing Director of the Company. The proposed loan would provide the Company with a readily available source of funding, enhance financial flexibility and facilitate efficient treasury management. The availability of such funds from the Managing Director would enable the Company to meet its business requirements without being solely dependent on external borrowings and would support the Company's operational and strategic objectives.	The Company is developing 2 CBM blocks in partnership with PSUs. Looking towards the future business need, The Company may require to enter into related party transactions inter se with DIL for availing financial assistance/ guarantee, availing Services like natural gas compression and processing services, Well Drilling and workover Services/ purchase or sell of goods or material/ hiring and let on hire the equipment and other business-related transactions. With the development of the blocks and expansion of the business of PEL, the Company may require various operational and support services to ensure timely execution and efficient management of its projects. Availing such services from DIL, from its pool of service offerings, would support PEL in meeting its business requirements efficiently and would be in the best interest of the Company's business.

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Particulars	A1	A2	A3	A4
9. Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable			
10. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Not Applicable			
11. Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.			

Pursuant to the provisions of Regulation 23 of SEBI Listing Regulations, no related party shall vote on above resolution no. 3 as mentioned in this notice.

Except Mr. Prem Singh Sawhney and Mr. Shanil Paras Savla and their respective relatives, none of the other Director(s) and/or Key Managerial Personnel(s) of the Company and/or their respective relatives is, in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members

Item No. 4:

Mr. Prem Singh Sawhney was appointed as Director of the Company by the Board of Directors at its meeting held on March 04, 2016, and the same was approved by the shareholders at the 7th Annual General Meeting held on September 30, 2016. He was subsequently re-appointed by the Board of Directors at its meeting held on February 20, 2024 for a period of three years, which was further approved by the shareholders at the Extra Ordinary General Meeting held on February 27, 2024.

Considering the contribution of Mr. Prem Singh Sawhney and the progress made by the Company under his leadership and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors at its Meeting held on July 30, 2026 resspectively approved and recommended the re-appointment of Mr. Sawhney as the Executive Director for a period of 03 (three) years, effective from February 20, 2027, upon such terms and conditions including remuneration, as set out in the resolution in compliance with Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Prem Singh Sawhney has consented to be re-appointed as Executive Director and also confirmed that he is not disqualified from being appointed as a Director under section 164 of the Act. The Company has also received declaration from him that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor from whom the Company has borrowed or raised the Finance.

I. General information:

1) **Nature of industry:** The Company is engaged in Oil and Gas sector with business interests in both conventional and unconventional Oil and Gas exploration, production and trading. It has a portfolio of onshore exploration and production assets in both conventional and unconventional hydrocarbon category.

2) **Date of commencement of commercial production:** May 16, 2025

3) **Standalone Financial performance indicators:**

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2026
Turnover including other income	606.94
Total Expenses	576.75
Profit/Loss Before Tax	30.19
Profit/Loss After Tax	47.32

(Figures have been regrouped wherever necessary)

(4) **Foreign investments or collaborations, if any:** Prabha Energy Limited has no foreign collaboration and hence

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there is no equity participation by foreign Collaborators in the Company. However, the Company hold 91.52% equity in foreign Subsidiary Company namely.: Deep Energy LLC.

II. Information about the appointee:

Background details

Mr. Prem Singh Sawhney holds a B.Tech degree in Chemical Engineering from NIT, Warangal and an M.Tech degree from IIT Bombay. He has over 42 years of extensive experience in conventional and unconventional hydrocarbon exploration and production businesses, as well as related businesses such as Underground Coal Gasification projects. He possesses significant expertise in project management, field implementation of drilling programs, well completion, production operations, and design and construction of surface facilities including gathering systems, compression, and oil & gas processing facilities. His Coal Bed Methane (CBM) experience includes four commercial discoveries that have progressed to development out of the seven total discoveries in India.

His vast technical knowledge, strategic guidance and leadership have significantly contributed to the Company's operational efficiency, successful execution of projects and overall business growth. During his tenure, the Company achieved significant milestones, including getting listed pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble National Company Law Tribunal, which strengthened the Company's growth trajectory and market presence. Further, the Company successfully commenced commercial production of natural gas from the North Karanpura CBM Block, marking an important step towards monetization of the Company's gas reserves and strengthening its position in India's unconventional gas sector. Under his leadership, the Company has continued to progress in achieving its business objectives and strategic plans.

Past Remuneration: He has drawn the remuneration of Rs. 162 Lakhs p.a. for the FY 2024-25.

Recognition or awards : None

Job profile and his suitability: Mr. Prem Singh Sawhney provides strategic and technical leadership to the Company's oil and gas business. In view of his vast experience and valuable contribution to the Company, the Board considers him suitable for re-appointment as Executive Director.

Remuneration proposed: As set out in the Item No. 4 of this notice.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The remuneration as proposed of Mr. Prem Singh Sawhney is commensurate with the size of the Company its business operations, industry standards, and the profile, qualifications and responsibilities of Mr. Prem Singh Sawhney. Moreover, in his position as Chairman and Director of the Company, he devotes his substantial time in overseeing the operations of the Company.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Besides remuneration and perquisites proposed, Mr. Prem Singh Sawhney does not have any pecuniary relationship with the company. Further he does not have any relationship with the managerial personnel or any other director of the Company.

1. Other Information

Reason for loss or inadequate profits

During the financial year 2025-26, the Company earned a standalone net profit of ₹47.32 Lakhs. Although the Company has commenced commercial production, profitability continues to be influenced by various factors, including project ramp-up, operational costs, domestic and global business environment, fluctuations in input costs and the overall economic outlook. Further, as the proposed remuneration arrangement pertains to a future period, the Company's profitability during such period will depend on various business and economic factors. Accordingly, the limits specified under Section 197(1) of the Companies Act, 2013, read with Schedule V and the applicable provisions of the Listing Regulations, may be exceeded.

Steps taken or proposed to be taken for improvement

The Company has embarked on a series of strategic and operational measures aimed at improving its current financial and operational position. The Company continues to focus on enhancing operational efficiency, optimizing costs, improving resource utilization and strengthening project execution. It has undertaken various initiatives to maintain its leadership position, improve market share and enhance overall financial performance. The management continues to actively pursue and implement strategies for sustainable business growth and improved profitability.

Expected increase in productivity and profits in measurable terms:

With the commencement of commercial production and continued focus on operational efficiency and strategic business initiatives, the Company expects gradual improvement in productivity and profitability in the coming years. The ramp-up of operations, increased revenue generation and improved operational

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performance are expected to contribute positively to the Company's financial results. While the exact increase in profits cannot be quantified at this stage, the management expects steady growth in revenue and overall financial performance, subject to market conditions and business environment.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

The Board of Directors is of the opinion that knowledge and varied exposure of Mr. Prem Singh Sawhney (DIN: 03231054) will be of great value to the Company and therefore recommends the Resolution contained in Item No. 4 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Prem Singh Sawhney and his relatives, none of the other Director(s) and/or Key Managerial Personnel(s) of the Company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 5:

At the Annual General Meeting held on September 30, 2022, the Members of the Company had approved the appointment of Ms. Shaily Jatin Dedhia (DIN: 08853685) as an Independent Director of the Company, to hold office up to June 26, 2027 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Ms. Shaily Jatin Dedhia as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her professional background and experience and contributions made by her during her tenure, her continuance as an Independent Director would be beneficial to the Company.

Accordingly, it is proposed to re-appoint Ms. Shaily Jatin Dedhia as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 ("the Act"), the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at the AGM.

Ms. Shaily Jatin Dedhia is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given her consent to act as a Director. The Company has also received declaration from Ms. Shaily Jatin Dedhia that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

In the opinion of the Nomination and Remuneration Committee and the Board, Ms. Shaily Jatin Dedhia fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations.

Ms. Shaily Jatin Dedhia is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Ms. Shaily Jatin Dedhia has leadership skills and vast operational experience. She has more than 12 years in legal, secretarial and other ancillary matters. Throughout her career she shares a passionate professional background of Companies like MMRDA (Mumbai Metropolitan Region Development Authority) for Mumbai Metro Rail Project & Sheth Creators Group of Companies.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

She shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board within the limits stipulated under Section 197 of the Act.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Ms. Shaily Jatin Dedhia as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for re-appointment of Ms. Shaily Jatin Dedhia as an Independent Director. Draft letter of re-appointment to be issued to Ms. Shaily Jatin Dedhia setting out the terms and conditions of her re-appointment is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to cs@prabhaenergy.com.

The Board of Directors recommends the resolution as set out in Item No. 5 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Ms. Shaily Jatin Dedhia and her relatives, none of the other

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Director(s) and/or Key Managerial Personnel(s) of the Company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 6:

The Board of Directors of the Company in its meeting held on July 30, 2026 has passed an enabling resolution for raising of funds aggregating up to Rs. 1,50,00,00,000 (Rupees One Hundred Fifty Crores Only) by issue of eligible securities through qualified institutions placement ("QIP") in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and applicable laws, in one or more tranches.

The Company is engaged in the exploration and production of oil and gas assets, with a diversified portfolio comprising both conventional and unconventional hydrocarbon resources. Its asset portfolio includes participating interests in two Coal Bed Methane ("CBM") gas blocks in Jharkhand, three marginal gas fields in Rajasthan and three exploration blocks awarded under the New Exploration Licensing Policy ("NELP") in Chhattisgarh, Madhya Pradesh and Gujarat. In line with the growing focus on domestic gas production, supported by initiatives such as the Government's Special CBM Bid Rounds and expansion of India's national gas grid, the Company is focused on strengthening its upstream operations and accelerating the development of its key assets. The proposed issue proceeds are intended, inter alia, to fund capital expenditure requirements for the NK and Jharia Blocks, enabling the Company to advance development activities and enhance production capabilities. The Company has good opportunities for its growth and business expansion. These require sufficient resources including funds to be made available and to be allocated in requirement, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements of its growth and expansion, capital expenditure, strategic investments, inorganic acquisitions, working capital requirements, investment in subsidiary, general corporate purposes and such other purpose(s) as may be permissible under the applicable laws.

There may be a deviation of +/- 10% in the amount specified for that object of issue depending upon future circumstances, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Notice No. 20221213-47 dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed utilization of the net proceeds at the discretion of the Board, subject to compliance with applicable laws.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited, Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, Ahmedabad, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time.

The Issue is made through a QIP and shall be undertaken in terms of the SEBI ICDR Regulations as follows:

(1) the allotment of Securities shall only be made to qualified institutional buyers ("QIBs") as defined under SEBI ICDR Regulations;

(2) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;

(3) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

(4) the "relevant date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorized committee decides to open the proposed QIP of equity shares as eligible securities;

(5) the equity shares of the same class, which are proposed to be allotted through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;

(6) an issuer shall be eligible to make a QIP if any of its promoters or directors is not a fugitive economic offender;

(7) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIB belonging to the same group or who are under same control shall be deemed to be a single allottee;

(8) the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid-up basis;

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(9) a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the floor price may be provided in terms of the SEBI ICDR Regulations;

(10) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;

(11) No allotment of eligible securities shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company; and

(12) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

The equity shares will be offered and issued at the price that will be calculated as per the formula prescribed under the SEBI (ICDR) Regulations. Further the material terms of raising such securities, proposed time schedule, purposes or objects of offer etc. will be as determined by the board or its duly authorized committee.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari-passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the BSE Limited and National Stock Exchange of India Limited. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchange as may be required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The resolution proposed is an enabling resolution and the detailed terms and conditions for the offer (including number of equity shares to be issued, identification of investors, price, quantum and timing of the issue) of fund raising through QIP will be determined by the Board in consultation with the lead managers, advisors, placement agents and such other agency or agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of the law and other relevant factors. The same will be in accordance with the terms approved by the members in the proposed resolution.

In terms of Sections 23, 42, 62 and 71 of the Companies Act, 2013 read with Chapter VI of the SEBI ICDR Regulations, approval of the members by way of special resolution is required for fund raising through QIP. Accordingly, the consent of the members is being sought by way of special resolution.

The Board of Directors recommends the Special Resolution set out in the accompanying Notice for approval by the Members.

None of the director and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution except to the extent of their shareholding.

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment/Re-appointment at the 17th Annual General Meeting (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India on General Meetings)

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Name of the Director	Mr. Prem Singh Sawhney	Ms. Shaily Jatin Dedhia
DIN	03231054	08853685
Date of Birth	August 30, 1959	December 12, 1983
Age in years	66 Years	42 Years
Date of first Appointment on Board	March 04, 2016	June 27, 2022
Qualifications	He holds a B.Tech degree in Chemical Engineering from NIT, Warangal and M.Tech from IIT, Bombay	She is qualified Company Secretary and holds Bachelor degree in Commerce & Law and Master degree in commerce with management from Mumbai University.
Experience & Expertise	He has over 42 years of experience in hydrocarbon exploration and production, including Underground Coal Gasification projects. He has expertise in project management, drilling, production operations, and oil & gas infrastructure development, with notable CBM experience involving three commercial discoveries in India.	She holds vast experience of more than 17 years in legal, secretarial and other ancillary matters.
Brief Resume	Mr. Prem Singh Sawhney holds a B.Tech degree in Chemical Engineering from NIT, Warangal and M.Tech from IIT, Bombay. He has over 42 years of broad-based experience in conventional and unconventional hydrocarbon exploration and production businesses and other related businesses such as Underground Coal Gasification projects etc. He has acquired extensive experience in project management, field implementation of drilling programs, well completion, production operations, designing and construction of surface facilities such as gathering systems, compression and oil & gas processing etc.	Ms. Shaily Jatin Dedhia is a qualified Company Secretary and holds a bachelor degree in Commerce & Law from Mumbai University. She also holds a Master degree in Commerce with Management as a subject from Mumbai University. Her profile includes vast experience of more than 17 years in legal, secretarial, compliance, Mergers, Amalgamation and other ancillary matters.
Key Terms and Conditions of appointment or re-appointment.	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, he is proposed to be re-appointed as Executive Director for a term of Three (03) years commencing from February 20, 2027.	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, She is proposed to be re-appointed as Independent Director for a second term of Five (5) years commencing from June 27, 2027.
Remuneration sought to be paid	Please refer the resolution for detailed remuneration as given under item no. 4	Apart from Sitting Fees no other remuneration will be paid.
Remuneration last drawn by such person, if any	Please refer the explanatory statement(s) for detailed remuneration as given under item no. 4	Not Applicable
Shareholding in the Company as on March 31, 2026	Nil	Nil

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Name of the Director	Mr. Prem Singh Sawhney	Ms. Shaily Jatin Dedhia
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Number of Meetings of the Board attended during the year.	Five (05)	Five (05)
Directorships held in other Listed Companies as on March 31, 2026 (other than Prabha Energy Limited)	Nil	1. Trustedge Capital Limited 2. Vadilal Chemicals Limited 3. Dolphin Offshore Enterprises (India) Limited 4. Deep Industries Limited
Directorship in other Companies (other than Prabha Energy Limited and other listed companies)	Nil	1. Corrtech International Limited
Memberships / Chairmanships of Committees (Audit and Stakeholder) includes all public companies (including this Company) and does not include private limited, foreign and Section 8 Companies as on March 31, 2026.	**Prabha Energy Limited:** Membership: Audit Committee Stakeholder Relationship Committee:	**1. Prabha Energy Limited:** Chairmanship: o Audit Committee o Stakeholder Relationship Committee **2. Deep Industries Limited:** Membership: o Audit Committee **3. Dolphin Offshore Enterprises (India) Limited:** Membership: o Audit Committee **4. Vadilal Chemicals Limited:** Membership: o Audit Committee **5. Trustedge Capital Limited** Membership: o Audit Committee o Stakeholder Relationship Committee
Information as required pursuant to Stock Exchange Circular No. LIST/ COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	She is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.
Names of Listed entities from which the person has resigned in the past three years	Nil	1. Vadilal Industries Limited

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Name of the Director	Mr. Prem Singh Sawhney	Ms. Shaily Jatin Dedhia
Skills and capabilities required for the role and the manner in which the proposed person meets such Requirements	The role requires strong technical expertise in hydrocarbon exploration and production, strategic project management capabilities, and extensive industry knowledge. With over 42 years of experience in conventional and unconventional hydrocarbon businesses, including drilling, production operations, and infrastructure development, the proposed appointee possesses the requisite skills and capabilities to effectively contribute to the Company's business and strategic objectives.	Ms. Shaily Jatin Dedhia has more than a decade of professional experience and contributions made by her during her tenure, her continuance as an Independent Director would be beneficial to the Company.
performance evaluation report for re-appointment as Independent Director	NA	Please refer the explanatory statement(s) for detailed performance evaluation as given under item no. 5