Prabha Energy Limited

10th July, 2025

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

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

Sub.: Intimation of Notice of 16th Annual General Meeting of the Company along with the Annual Report for the financial year 2024-25, Book Closure, E-voting Facility and fixation of cut-off date.

Dear Sir/Ma'am,

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 16th Annual General Meeting ("AGM") of the Company is scheduled to be held on Friday, 08th August, 2025 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 16th AGM along with the Annual Report for the Financial Year 2024-25 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 Saturday, 02nd August, 2025 to Friday, 08th August, 2025 (both days inclusive) for taking record of the Members of the Company for the purpose of 16th Annual General Meeting of the Company.

Further, Pursuant to Regulation 44 of SEBI Listing Regulations, the Company has fixed Friday, 01st August, 2025 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 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (MIIPL) and below is the calendar of the events for remote e-voting:

1.	Date and time of commencement of voting through electronic means	Monday, 04th August, 2025 (from 09:00 a.m. IST onwards)
2.	Date and time of end of voting through electronic means	Thursday, 07th August, 2025 (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: 2025.07.10 18:51:00 +05'30'

Nikita Agarwalla
Company Secretary & Compliance Officer
Membership No. A69933

Encl: as above

Notice of the 16th Annual General Meeting

NOTICE is hereby given that the 16th Annual General Meeting ("AGM") of the Members of **PRABHA ENERGY LIMITED** will be held on Friday, August 08, 2025 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 and 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, 2025 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 statement of the Company for the financial year ended on March 31, 2025 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 statement of the Company for the financial year ended on March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a director in place of Mr. Shail Manoj Savla (DIN: 08763064), 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. Shail Manoj Savla (DIN: 08763064), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **TO APPOINT MR. NARAYANAN SADANANDAN (DIN: 07263104) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 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 read with Schedule IV of the Act (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"), Mr. Narayanan Sadanandan (DIN: 07263104), who was appointed as an Additional (Non-Executive Independent) Director with effect from May 13, 2025 and who shall hold office upto the date of this Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in 149(6) of the Act and 16(1)(b) of SEBI Listing Regulations and has also declared that he has not been debarred from holding the office of director or continuing as a Director of Company by SEBI/ MCA or any other authority and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, signifying his intention to propose Mr. Narayanan Sadanandan(DIN: 07263104), as a candidate for the office of an Independent Director of the Company, and whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years with effect from May 13, 2025."

   "RESOLVED FURTHER THAT any of the present Directors and Company Secretary of the Company be and are hereby severally authorized to sign and file necessary e-forms and other relevant papers, documents with Registrar of the Companies and other applicable Statutory authorities if any, and do all such acts, matters, things and deeds as may be necessary to give effect to the aforesaid resolution and to do any matters consequential thereto."

4. **TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) PROPOSED TO BE ENTERED BY 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 applicable provisions of Companies Act, 2013 and Regulation 2(1)(zb), 2(1)(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

Notice of the 16th Annual General Meeting

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 and recommendation of the Audit Committee and as approved by the 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) to pay remuneration to Mr. Shail Manoj Savla, promoter and director of the Company, upto ₹ 6,00,000/- per month, on such material terms & conditions, as detailed in Explanatory Statement annexed herewith to this resolution.

"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 Executive Committee of Directors thereof to exercise its powers 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, Mr. Shail Manoj Savla, Managing Director, Mr. Vishal Gautambhai Palkhiwala, Director & Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary or expedient, to give effect to the aforesaid resolution(s)."

5. TO APPROVE REVISION OF PERQUISITE TO BE PAID TO MR. SHAIL MANOJ SAVLA, MANAGING DIRECTOR (DIN: 08763064) 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 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and re enactment thereof for the time being in force) and pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time, and based on the recommendation of audit committee, nomination and remuneration committee and Board of Directors the consent of the Members of the Company be and is hereby accorded to revise the remuneration of Mr. Shail Manoj Savla (DIN: 08763064), Managing Director as Promoter and sub-categorized as Executive Director of the Company for a period of 3 years w.e.f. 01st September, 2025, on such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as set out hereunder with liberty to the Board of Directors (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) to alter and vary the terms and conditions of appointment and/or remuneration:

Particulars	Proposed
Salary	Upto ₹ 6,00,000/- per month
Perquisites and Amenities	(a) Car and Telephone: Provision of car used for Company's business and Telephone at residence will not be considered as perquisites. However, personal long distance calls and use of car for private purposes shall be billed by the Company. (b) Mobile: Cost of Mobile Instrument and its bill will be paid by the Company. (c) Electricity Charges: It will be paid by the Company. (d) Insurance Premium: Insurance Premium (Term Plan) upto ₹ 6,00,000/- p.a. to be reimbursed by the Company on production of documentary evidence. (e) Club Fee: Club Fee upto ₹ 4,50,000/- p.a. to be reimbursed by the Company.
Other Terms and Conditions	He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof. The Company will reimburse expenses incurred for traveling, boarding and lodging during business trips, any medical assistance provided including for their respective family members relatives and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites. He shall be free to resign his office by giving 3 (Three) months notice in writing to the Company. He Shall be liable to retire by Rotation.

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"RESOLVED FURTHER THAT notwithstanding anything to contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combinations thereof may exceed the aggregate of the annual remuneration as provided above or may exceed the maximum remuneration payable as per the limits set out in Section II of part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take necessary steps as may be necessary, proper or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT any of the present Directors or Company Secretary of the Company be and are hereby authorized to sign and file necessary e-forms and other relevant papers, documents with Registrar of the Companies and other applicable Statutory authorities if any, and do all such acts, matters, things and deeds as may be necessary to give effect to the aforesaid resolution and to do any matters consequential thereto."

6. TO APPROVE RE-APPOINTMENT OF MR. VISHAL GAUTAMBHAI PALKHIWALA (DIN: 09695011) AS THE 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 in accordance to the provisions of Section 152, 197 and 198 read with Schedule V of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and re-enactment thereof for the time being in force) and the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Vishal Gautambhai Palkhiwala (DIN: 09695011) as a Director (Professional, Executive) of the Company, for a period of 3 (Three) years with effect from August 05, 2025, on the terms and conditions including remuneration as approved by the Nomination and Remuneration Committee of the Board and Board of Directors of the Company.

Designation:

Director (Professional, Executive).

Tenure of Agreement:

3 (Three) years with effect from August 05, 2025 to August 04, 2028 (both days inclusive).

Nature of Duties:

(i) He shall participate in the management and strategic oversight of the Company to the extent reasonably required by the Board. He shall undertake such duties and responsibilities as may be assigned to him by the Board of Directors from time to time.

(ii) He agrees to act in good faith and in the best interests of the Company while performing his duties and shall utilize his experience and expertise to provide strategic guidance and direction as and when called upon by the Board or its committees. He shall comply with all applicable laws, policies, and governance frameworks of the Company during his tenure.

I. Salary: upto ₹ 2,00,000/- p.m.

II. Terms and Conditions:

a) He shall be free to resign his office by giving 3 (Three) Months notice in writing to the Company.

b) The term of office of Mr. Vishal Gautambhai Palkhiwala as an Executive Director shall be subject to retire by rotation.

"RESOLVED FURTHER THAT notwithstanding anything to contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combinations thereof may exceed the aggregate of the annual remuneration as provided above or may exceed the maximum remuneration payable as per the limits set out in Section II of part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force)."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, modify and vary the terms and conditions of said re-appointment including remuneration to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate and fit, subject to the overall limits specified in the Companies Act, 2013 and as may be agreed to between the Board of Directors of the Company and Mr. Vishal Gautambhai Palkhiwala.

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RESOLVED FURTHER THAT any of the present Directors and Company Secretary of the Company be and are hereby severally authorized to sign and file necessary e-forms and other relevant papers, documents with Registrar of the Companies and other applicable Statutory authorities if any, and do all such acts, matters, things and deeds as may be necessary to give effect to the aforesaid resolution and to do any matters consequential thereto."

7. TO APPROVE DISINVESTMENT IN SUBSIDIARY 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 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary as may be required, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) to sell/ transfer, or otherwise dispose off, in one or more tranches, the entire investment in Deep Natural Resources Limited at such price determined on the basis of Valuation Report obtained as per applicable law and on such terms and conditions as may be decided by the Board of the Company and in such manner as both the Board of Directors deems appropriate as well as the means, methods or modes including the receipt of consideration thereof.

"RESOLVED FURTHER THAT for the purpose of implementation of this resolution, Mr. Prem Singh Sawhney (DIN: 03231054), Mr. Shail Manoj Savla (DIN: 08763064), Mr. Vishal Gautambhai Palkhiwala (DIN:09695011), Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sale of the shares as aforesaid, negotiating and finalising the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution."

"RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard as approved by the Board be and the same are hereby ratified and approved."

8. APPOINTMENT OF M/S RPSS & CO., PRACTICING COMPANY SECRETARIES, AS THE SECRETARIAL AUDITORS AND FIX THEIR REMUNERATION:

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 Section 204 of the Companies Act, 2013, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. RPSS & CO, Practicing Company Secretaries, Ahmedabad (Firm registration No. P2019GJ076200), be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committee thereof as may be authorised in this regard)."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditors, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

Place : Ahmedabad
Date : May 13, 2025

By Order of the Board

sd/-
Nikita Agarwalla
Company Secretary
Membership No. A69933

Notice of the 16th 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 Friday, August 08, 2025. Further, 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 Business Item Nos. 3 to 8 in the Notice is annexed hereto.

3. Pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by The Institute of Company Secretaries of India, the brief profile/ particulars of the Director of the Company seeking their re-appointment at the AGM are stated at the end of the Explanatory Statement annexed hereto.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 02, 2025 to Friday, August 08, 2025 (both days inclusive).

5. 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 authorized representatives to attend this AGM through VC / OAVM, participate there at, and cast their votes through e-voting.

6. Institutional shareholders (i.e. investors other than individuals, HUF, NRI etc.) intending to appoint authorized 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@linkintime.co.in.

7. 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.

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

9. In line with the General Circular Nos. 20/2020 dated May 05, 2020 and No. 02/2021 dated January 13, 2021, and the relevant circulars issued by SEBI, the Notice of this AGM along with the Annual Report 2024-25 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. The Notice of 16th Annual General Meeting and Annual Report for Financial Year 2024-25 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.

10. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation

11. Those members, who desire to receive notice / financial statement / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his / her Depository Participant / the Company's Registrar & Share Transfer Agent, as the case may be.

12. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with RTA (in case of Shares held in physical form)

13. Members desirous of seeking information regarding Accounts of the Company are requested to send their queries to cs@prabhaenergy.com on or before Thursday, July 31, 2025.

14. 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.

15. SEBI vide its notification dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, as per Regulation 40 of SEBI Listing Regulations, as

Notice of the 16th Annual General Meeting

amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or M/s. MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') ('RTA'), for assistance in this regard.

16. 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.

17. 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.

18. The institutional members are encouraged to attend and vote at the AGM.

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

20. Effective from January 01, 2022, Grievance Redressal / Service Requests can be availed with the RTA only after the required documents / complete data as mandated are furnished for physical folios.

21. SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, mandated for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.

    a. Folios wherein any one of the said document/details are not available on or after October 01, 2023, shall be frozen and will not be eligible to lodge grievance or avail service request from the RTA. Further effective from April 01, 2024, you will not be eligible for receiving dividend, interest or redemption payment in physical mode, as these payments shall be processed only through electronic mode.

    b. After December 31, 2025, the frozen folio, shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

    c. The RTA shall revert the frozen folios to normal status upon receipt of all the documents/ details.

    Keeping in view the above provisions, the shareholders holding shares in physical mode are requested to follow the Procedure/ Instructions as notified by SEBI in regard to updation of PAN, KYC details, Nomination immediately in the specified forms as given below and enclosed for your convenience:

Sr. No.	Details to be updated or incorporated	Document required	Form required
1.	PAN(S) (including of joint holder)	Self-attested copy of pan card (please make sure pan to be linked with Aadhaar before July 01,2023)	ISR-1
2.	Change of address	Copy of any one: 1. Valid Passport, 2. Registered Lease or Sale Agreement of Residence, 3. Driving License, 4. Flat Maintenance bill, 5. Utility bills like Telephone bill (only land line) Electricity bill or Gas bill not more than 3 months old), 6. Id card/ document with address issued by any of the following: (Central/State Government and its departments, 7.The Proof of Address in the name of the spouse, 8. Client Master List provided by Depository Participant.	ISR-1
3.	Email id	e-mail id	ISR-1
4.	Mobile Number	Mobile Number	ISR-1
5.	Bank detail	Original cancelled cheque (shareholder name printed on it)	ISR-1
6.	Confirmation of Signatures	Original Cancelled cheque (shareholder name printed on it) and signature attested by bank on ISR-2	ISR-2 & ISR-1
7.	Incorporation of Nomination	Detail of nominee in SH-13	SH-13
8.	Change of Nomination	Detail of new nominee in SH-14	SH-14
9.	Removal/ declaration to opt-out of nomination	Declaration	ISR-3

The aforesaid forms can be downloaded from the website of the Company or RTA website.

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22. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as the name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs, in case they hold the shares in electronic form and to the Company's Registrars and Transfer Agents, MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') for shares held in physical form, with relevant documents, by following the instructions given in above notes.

23. 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.

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

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

26. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

27. Members are hereby informed that under the Act, the company is obliged to transfer any money lying in the unpaid dividend account, which remains unclaimed for a period of seven years from date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("the Fund") established by the Central Government.

    In terms of Section 124 (6) of the Act read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, and Notifications issued by the Ministry of Corporate Affairs from time to time, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of 7 (seven) consecutive years or more to the IEPF Account established by the Central Government.

    In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has already transferred the unclaimed divided declared upto the financial year 2015-16 and had also transferred all the shares in respect of which the dividend have remained unclaimed for the abovementioned period to the credit of IEPF. For details, kindly refer Corportae Governanace Report forming part of the Annual report.

    Members/claimants whose shares, unclaimed dividend have been transferred to the IEPF, as the case may be, may claim the shares or dividend by making an application to the IEPF Authority in Form IEPF-5 (available on https:// www.iepf.gov.in) along with requisite fees, if any, as decided by the IEPF Authority from time to time.

    Shareholders wishing to claim dividends that remain unclaimed are requested to correspond with the RTA or with the Company Secretary, at the Company's registered office or at E-mail: cs@prabhaenergy.com

    Members are requested to note that Dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF). The Shares on which Dividend remains unclaimed by the Members for 7 (seven) consecutive years or more will be transferred to the IEPF Authority as per Section 124 of the Companies Act, 2013 and the applicable Rules. In accordance with the IEPF Rules and its amendments from time to time, the Company has sent notices to all the Shareholders whose shares are due to be transferred to the IEPF Authority and simultaneously published newspaper advertisement.

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

    a) The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

    b) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

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The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by MIIPL.

c) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

d) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

e) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

f) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.prabhaenergy.com. The AGM Notice is also disseminated on the website of MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://instavote.linkintime.co.in

g) The voting period begins on Monday, August 04, 2025 at 09:00 am IST and ends on Thursday, August 07, 2025 at 05:00 pm IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, August 01, 2025 may cast their vote electronically. The e-voting module shall be disabled by MIIPL for voting thereafter.

h) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

j) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

k) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

USERS who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter user id and password. Post successful authentication, click on "Access to e-voting".

c) 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.

OR

USERS who have not registered for NSDL 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) Proceed with updating the required fields.

c) Post registration, user will be provided with Login ID and password.

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d) After successful login, click on "Access to e-voting".

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 2 - By directly visiting the e-voting website of NSDL:

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 sixteen-digit demat account number 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 can see "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 holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com.

b) Click on New System Myeasi

c) Login with user id and password

d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

e) Click on "Link InTime/ 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.

OR

Users who have not registered for CDSL Easi/Easiest facility.

a) To register visit a URL:

https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields.

c) Post registration, user will be provided username and password.

d) After successful login, user able to see e-voting menu.

e) Click on "Link InTime / 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 2 - By directly visiting the e-voting website of CDSL.

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

b) Go to e-voting tab.

c) Enter 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) After successful authentication, click on "Link InTime / 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, members shall navigate through "e-voting" tab under Stocks option.

c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.

d) After successful authentication, click on "Link InTime / 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 Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility as under:

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

Shareholders who have not registered for INSTAVOTE facility:

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2. Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

   A. User ID:

   NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

   CDSL demat account – User ID is 16 Digit Beneficiary ID.

   Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

   B. 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.

   C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

   D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

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

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

   - 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).
   - Enter Image Verification (CAPTCHA) Code
   - Click "Submit" (You have now registered on InstaVote).

   Shareholders who have registered for INSTAVOTE facility:

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the "notification for e-voting". Select 'View' icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. 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.

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

STEP 1 – Registration

a) Visit URL: https://instavote.linkintime.co.in

b) Click on Sign up under "Corporate Body/ Custodian/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 at Sr.No. 2 above). 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) will be 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 as received in Step 1 above.

b) Click on "Investor Mapping" tab under the Menu Section

c) Map the Investor with the following details:

   a. 'Invetor ID' -

      i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

      ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   b. 'Investor's Name - Enter Investor's Name as updated with DP.

   c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.

   d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. 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 signature card.

d) Click on Submit button and investor will be mapped now with the Custodian / Corporate Body/ Mutual Fund Entity.

e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

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METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with credentials InstaVote Login as received in Step 1 above.

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

c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote under "On-going Events".

d) Enter '16-digit Demat Account No.' for which you want to cast vote.

e) 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).

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

g) 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).

OR

METHOD 1 - VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials as received in Step 1 above.

b) After successful login, You will be able to see the "notification for e-voting".

c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.

d) Download sample vote file from 'Download Sample Vote File' tab.

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

f) 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:

Helpdesk for Individual shareholders holding securities in physical form/ 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.

Helpdesk for 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 a 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 a 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 and further Click '**forgot password**?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the

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shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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 and Forget Password option available at above mentioned depository/ depository participants website.

- 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".

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

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.in.mpms.mufg.com & Click on "**Login**".

- Select the "**Company**" and '**Event Date**' and register with your following details: -

  A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

  - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**

  B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

  C. Mobile No.: Enter your mobile number.

  D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. 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.
4. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist, via active chat-board during the meeting.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. 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 and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
5. 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.
6. 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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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.

In case shareholders/ members have any queries regarding login/ e-voting or facing any technical issue in login, they may contact INSTAMEET helpdesk by sending an email at instameet@in.mpms.mufg.com or contact on: - Tel: 022-4918 6000 / 4918 6175.

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. 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 (company email id). 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 (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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b) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. **For Physical shareholders**- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. **For Demat shareholders**- Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

1. **GENERAL INSTRUCTION AND INFORMATION FOR MEMBERS:**

   1. The Company has appointed Mr. Rajesh Parekh as the Scrutinizer to scrutinize the remote e-voting & e-voting process in a fair and transparent manner.
   2. The Scrutinizer shall, immediately after the conclusion of voting at the 16th 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 by that time if the company gets listed then the results shall be 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. Since the 16th AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

Contact Details:

Company	:	PRABHA ENERGY LIMITED CIN: L40102GJ2009PLC057716 Registered Office: 12A, Abhishree Corporate Park, Opp Swagat BRTS Bus Stop, Ambli-Bopal Road, Bopal, Ahmedabad, Gujarat, India, 380058 Email Id: cs@prabhaenergy.com
Registrar & Share Transfer Agent and E-voting Agency	:	MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') 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 Email Id: support@csrajeshparekh.in

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 Business mentioned in accompanying Notice are as follows:

SPECIAL BUSINESS:

Item No. 3:

The Board of Directors of the Company at its Meeting held on May 13, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Mr. Narayanan Sadanandan (DIN: 07263104) as an Additional Director (Independent and Non-Executive) of the Company with effect from 13th May, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act") and subject to approval of the Members at the said Annual General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from May 13, 2025 to May 12, 2030 (both days inclusive).

The Company has received a notice in writing from a Member under section 160 of the Act proposing the candidature of Mr. Narayanan Sadanandan for the office of Director of the Company.

Brief resume of Mr. Narayanan Sadanandan, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees alongwith the listed companies from which he has resigned in the past three years, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein in the annexure to the Notice and are also provided in the Corporate Governance Report forming part of the Annual Report.

Notice of the 16th Annual General Meeting

Mr. Narayanan Sadanandan is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received declarations from Mr. Narayanan Sadanandan stating that he meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Listing Regulations.

Mr. Narayanan Sadanandan is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Mr. Narayanan Sadanandan, fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

The Board is of the view that Mr. Narayanan's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends his appointment to the Members.

Save and except Mr. Narayanan Sadanandan, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice. Mr. Narayanan Sadanandan is not related to any other Director / KMP of the Company.

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

Item No. 4:

Pursuant to applicable provisions of Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") , inter alia, provides that all the Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of a Resolution(s), .

The regulation further clarifies that remuneration and sitting fees paid by a listed entity or its subsidiary to its directors, key managerial personnel, or senior management, who are part of the promoter or promoter group, shall not require approval of the Audit Committee, provided such payments are not material in terms of sub-regulation (1) of Regulation 23. However, where the remuneration crosses the prescribed materiality threshold, such transactions are considered Material RPTs and require both Audit Committee and shareholder approval.

In accordance with Regulation 23 of the Listing Regulations, approval of the shareholders by way of Resolution 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.

In the present case, Mr. Shail Manoj Savla, the Managing Director of the Company, is also part of the promoter group, and the proposed remuneration payable to him during the financial year is expected to exceed the materiality threshold as defined under Regulation 23(1) — that is, the lower of ₹1,000 crore or 10% of the annual consolidated turnover of the Company, based on the latest audited financial statements.

In view of the above-mentioned regulatory requirement the Resolutions No. 4 are placed for approval of the Members as a special resolution. The Audit Committee and the Board of Directors, after considering all relevant factors including Mr. Shail Manoj Savla's role, responsibilities, industry benchmarks, and performance, have approved the proposed remuneration and recommend the same for the approval of the shareholders.

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/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("**SEBI Master Circular**") are set forth below:

Particulars	Details
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).	Mr. Shail Manoj Savla He is the Managing Director and promoter of the Company He is Related party to the company
2. Type, Material terms and particulars of the proposed transactions	The Company proposes to enter into such Transaction(s) to pay remuneration on monthly basis.
3. Tenure of proposed transaction	The above arrangements are continuing business transactions. Approval of the members is being sought for transactions during the Three (3) years (i.e. from 01st September 2025 till 31st August 2028)
4. Value of proposed transaction	The Company estimates that the monetary value for above remuneration to be payable to Mr. Shail Manoj Savla for the period of 3 years i.e . from 01st September 2025 till 31st August 2028 to be upto 72 Lakhs p.a. (i.e. 6 Lakhs per month) for each financial year.

Notice of the 16th Annual General Meeting

Particulars	Details
5. 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 (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	18.34% of the Consolidated Turnover of the Company. (Current Year Consolidated Turnover is ₹ 394.67 Lakhs)
6. 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
7. Justification as to why the RPT is in the interest of the listed entity.	Considering the contribution of Mr. Shail Manoj Savla, the prevailing industry standards and the progress made by the Company under his leadership and guidance, it was proposed to increase his remuneration as mentioned in Resolution No. 5 of this Notice. It was further noted that the oil and gas industry is highly technical and management-intensive, where the contribution of a seasoned executive like Mr. Shail Manoj Savla is essential for business continuity and long-term value creation. As per benchmarking and comparative analysis with similarly placed companies in the oil and gas sector, the proposed remuneration was in line depending on company size, revenue, and complexity of operations.
8. Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
9. 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
10. 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.

Item No. 5:

Mr. Shail Manoj Savla, was first appointed on the Board on 13th August, 2022 for a period of 3 years i.e. 13th August, 2022 as an Executive Director of the Company and transitioned to the role of Managing Director of the Company with effect from 09th November, 2023 for a period of 5 years. Mr. Shail Manoj Savla is a Director liable to retire by rotation.

Notice of the 16th Annual General Meeting

At the Extra Ordinary General Meeting of the Company held on 10th November, 2023, based on the recommendation of the Board of Directors, the Shareholders had inter alia approved payment of Total Remuneration to Mr. Shail Manoj Savla as Managing Director of the Company for a period of 3 years with effect from 09th November, 2023 as under:

Particulars	Details
Salary	Upto ₹ 3,50,000/- per month
Tenure	Mr. Shail Manoj Savla re-designated as a Managing Director of the Company for a period of 5 years and the remuneration is approved for a period of 3 years.
Perquisites and Amenities	(a) Car and Telephone: Provision of car used for Company's business and Telephone at residence will not be considered as perquisites. However, personal long distance calls and use of car for private purposes shall be billed by the Company. (b) Mobile: Cost of Mobile Instrument and its bill will be paid by the Company. (c) Electricity Charges: It will be paid by the Company. (d) Insurance Premium: Insurance Premium (Term Plan) upto ₹ 6,00,000/- p.a. to be reimbursed by the Company on production of documentary evidence. (e) Club Fee: Club Fee upto ₹ 4,50,000/- p.a. to be reimbursed by the Company.
Other Terms and Conditions	He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof. The Company will reimburse expenses incurred for traveling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites. He shall be free to resign his office by giving proper notice in writing to the Company. The term ofoffice of Mr. Shail Manoj Savla as a Managing Director of the Company shall be subject to retire by rotation.

Considering the contribution of Mr. Shail Manoj Savla and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 13th May, 2025, approved to revise salary to be paid to Mr. Shail Manoj Savla for a period of 3 years w.e.f. 01st September, 2025, as follows:

Particulars	Proposed
Salary	Upto ₹ 6,00,000/- per month
Perquisites and Amenities	(f) Car and Telephone: Provision of car used for Company's business and Telephone at residence will not be considered as perquisites. However, personal long distance calls and use of car for private purposes shall be billed by the Company. (g) Mobile: Cost of Mobile Instrument and its bill will be paid by the Company. (h) Electricity Charges: It will be paid by the Company. (i) Insurance Premium: Insurance Premium (Term Plan) upto ₹ 6,00,000/- p.a. to be reimbursed by the Company on production of documentary evidence. (j) Club Fee: Club Fee upto ₹ 4,50,000/- p.a. to be reimbursed by the Company.
Other Terms and Conditions	He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof. The Company will reimburse expenses incurred for traveling, boarding and lodging during business trips, any medical assistance provided including for their respective relatives and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites. He shall be free to resign his office by giving 3 (Three) months notice in writing to the Company. He Shall be liable to retire by Rotation.

The above remuneration will be paid to Mr. Shail Manoj Savla even if in any financial year during his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combinations thereof may exceed the aggregate of the annual remuneration as provided above or may exceed the maximum remuneration payable as per the limits set out in Section II of part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

Notice of the 16th Annual General Meeting

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: Will be started by the end of this month, May 2025

(3) Standalone Financial performance indicators:

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2025
Turnover including other income	203.05
Total Expenses	428.66
Profit/Loss Before Tax	(225.61)
Profit/Loss After Tax	(156.48)

(Figures have been regrouped wherever necessary)

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

Mr. Shail Manoj Savla was appointed as Executive Director of the Company by the Board at its Meeting held on 13th August, 2022 for a period of 3 years i.e. 13th August, 2022, which was further approved by shareholders at its 13th Annual General Meeting held on 30th September, 2022. He was further re-designated as the Managing Director of the Company by the Board at its meeting held on 09th August 2023 for a period of 5 years i.e 09th August 2023, which was further approved by shareholders at the Extraordinary General Meeting held on 10th August, 2023.

He is an Mechanical Engineer and MBA from the USA with over 10 years of experience in the Oil and Gas Industry. His sharp insights and analytical ability, combined with a dynamic approach, have been instrumental in the fast execution of numerous projects across various disciplines of exploration and production of oil and gas resources. Mr. Shail excels in project management, demonstrating exceptional skills in planning, coordination, and execution. His prompt decision-making abilities ensure timely and efficient project delivery, making him a valuable asset in high-pressure environments. The Company has paid in past ₹ 3.44 Lakhs p.m. by way of salary.

1) **Remuneration proposed:** As stated in Resolution forming part of this Notice.

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

The remuneration as proposed of Mr. Shail Manoj Savla is comparable to that is commensurate with the size of the Company and its group and diverse nature of the Business. Moreover, in his position as Managing Director of the Company, Mr. Shail Manoj Savla devotes his substantial time in overseeing the operations of the Company.

3) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any;**

Besides remuneration proposed and his shareholding in the Company, Mr. Shail Manoj Savla does not have any pecuniary relationship with the Company directly or indirectly. He is not related to any other Director or any Key Managerial Personnel of the Company.

III. Other information:

The Company is poised to commence its commercial production by the end of the current month and is expected to grow going forward. However, the proposed remuneration arrangement pertains to the remaining term of the appointment, and future profitability will depend on various factors, including the domestic and global business environment, fluctuations in input costs, and the overall economic outlook. 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. The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve operational and financial performance.

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 Mr. Shail Manoj Savla 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.

Notice of the 16th Annual General Meeting

Item No. 6:

Mr. Vishal Gautambhai Palkhiwala, was appointed as Executive Director of the Company by the Board at its Meeting held on 05th August, 2022 for a period of 3 years i.e. 05th August, 2022, which was further approved by shareholders at its 13th Annual General Meeting held on 30th September, 2022.

The Nomination and Remuneration Committee ("NRC") at its Meeting held on 13th May, 2025 on the basis of performance evaluation of Mr. Vishal Gautambhai Palkhiwala and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by him during his tenure, has recommended to the Board that his continued association as Director of the Company would be beneficial to the Company.

The Company has received a notice in writing from a Member under section 160 of the Act proposing the candidature of Mr. Vishal Gautambhai Palkhiwala for the office of Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on May 13, 2025 have approved the re-appointment of Mr. Vishal Gautambhai Palkhiwala (DIN: 09695011) as a Director (Executive) of the Company, for a period of 3 (Three) years with effect from August 05, 2025 on terms and conditions including remuneration as approved by the Nomination and Remuneration Committee and Board subject to approval of the members of the Company. He shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

The below remuneration will be paid to Mr. Vishal Gautambhai Palkhiwala even if it exceeds one percent of the net profits of the Company in accordance with sections 197 and 198 of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof. In case the Company has no profits or its profits are inadequate in any financial year during the currency of his tenure, the Company may pay such remuneration as minimum remuneration to Mr. Vishal Gautambhai Palkhiwala, subject to receipt of the requisite approvals, if any.

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:**

(3) **Standalone Financial performance indicators:**

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2025
Turnover including other income	203.05
Total Expenses	428.66
Profit/Loss Before Tax	(225.61)
Profit/Loss After Tax	(156.48)

(Figures have been regrouped wherever necessary)

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

Mr. Vishal Gautambhai Palkhiwala, was appointed as Executive Director of the Company by the Board at its Meeting held on 05th August, 2022 for a period of 3 years i.e. 05th August, 2022. He is a Law Graduate having post qualification experience of 27 years of which 8 years of experience as the Chief Financial Officer of the Listed Company and rest with various spheres including Indian Chartered Accountant Firms, Private Assignments with Multinational and International Companies, Hotel Industry as well as Oil & Gas Industry. He is also serving as the Chief Financial officer of the Company with effect from August 02, 2024. The Company has paid in past ₹ 1.40 lakhs p.m. by way of salary to him (The shareholder have approved the Remuneration of upto ₹ 1.75 Lakhs p.m at its Extra-ordinary General Meeting held on 13th September, 2024)

4) **Remuneration proposed:** As stated in Resolution stated in the Notice.

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

The remuneration as proposed of Mr. Vishal Gautambhai Palkhiwala is comparable to that is commensurate with the size of the Company and its group and diverse nature of the Business. Moreover, in his position as Executive Director of the Company, Mr Vishal Gautambhai Palkhiwala devotes his substantial time in overseeing the operations of the Company.

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

Besides remuneration proposed and his shareholding in the Company, Mr. Vishal Gautambhai Palkhiwala does not have any pecuniary relationship with the Company directly or indirectly. He is not related to any other Director and Key Managerial Personnel of the Company.

Notice of the 16th Annual General Meeting

III. Other information:

The Company is poised to commence and is expected to grow going forward its commercial production by the end of the current month. However, the proposed remuneration arrangement pertains to future profitability will depend on various factors, including the domestic and global business environment, fluctuations in input costs, and the overall economic outlook. 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. The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve operational and financial performance.

The Board of Directors recommends the resolution as set out in Item No. 6 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Vishal Gautambhai Palkhiwala 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. 7:

The Company holds 3,50,000 (Three Lakh Fifty Thousand) equity shares in Deep Natural Resources Limited, a material unlisted subsidiary of the Company as per the definition provided under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). The business of the group is exploration and production of various hydrocarbons and Deep Natural Resources Limited is in business of services of hiring heavy vehicles and busses. Due to different nature of business, synergy is not getting established and that results into operational difficulties. Considering this, the Board considers the proposed disinvestment in the best interest of the Company.

In line with Regulation 24(5) of the SEBI LODR Regulations, a listed entity shall not dispose of shares in its material subsidiary resulting in the reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50% or shall not cease to exercise control over the subsidiary without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a court/tribunal.

The Board of Directors of the Company at its meeting held on 13th May, 2025 approved and proposed to the shareholders, for their approval to sell, transfer, or otherwise dispose of the entire investment of 3,50,000 equity shares held in Deep Natural Resources Limited, in one or more tranches, at such price determined as per the Valuation Report obtained as per applicable law and on such terms and conditions as may be decided by the Board of the Company and in such manner as both the Board of Directors deems appropriate.

The Board recommends the passing of the Special Resolution as set out in out in Item No. 7 of the accompanying Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 8:

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), every listed company is required to annex with its Board's Report, a Secretarial Audit Report, issued by a Practicing Company Secretary.

Pursuant to the Listing Regulations, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, and after considering the experience, market standing, efficiency of the audit teams and independence, has recommended the appointment of M/s. RPSS & Co, a firm of Practising Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030.

M/s. RPSS & Co. is lead by Mr. Rajesh Parekh. He is the member of Institute of Company Secretaries of India since 1990. He Started his career as Intern with Multinational Company in 1987 and thereafter joined as Management Trainee in 1989 with Listed Company belonging to Lalbhai Group. Absorbed by the said Company after Management Training and also worked as Whole Time Company Secretary and Consultant with various Corporates for eight years and gained hands-on experience in the areas of Secretarial Compliances, Handling of IPOs, Legal, Finance, Import & Export, Insurance, Administration etc. Having more than 35 years of extensive Professional Experience and also served as Chairman, Ahmedabad Chapter of ICSI for the period from 20.01.2011 to 15.08.2012.

The fee proposed to be paid to M/s. RPSS & Co for the secretarial audit for the financial year ending March 31, 2026 is ₹ 4,05,000/- (Rupees Four Lakh Five Thousand only) plus applicable taxes and out of pocket expenses. The fees for remaining tenure would be fixed by the Board of Directors or any committees thereof of the Company, from time to time.

Notice of the 16th Annual General Meeting

M/s. RPSS & Co has given its consent to act as the Secretarial Auditors, confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditors.

Accordingly, the approval of the members is sought for the above appointment by means of an ordinary resolution. The Board recommends the aforesaid appointment for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item 8 of the Notice.

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment/Re-appointment at the 16th 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).

Name of the Director	**Mr. Shail Manoj Savla**	**Mr. Naryanan Sadanandan**	**Mr. Vishal Gautambhai Palkhiwala**
DIN	08763064	07263104	09695011
Date of Birth	14/05/1993	11/03/1961	17/07/1974
Age in years	33 Years	64 years	51 Years
Date of First Appointment on the Board	13/08/2022	13/05/2025	05/08/2022
Qualifications	Mr. Shail Manoj Savla is a Mechanical Engineer and MBA from the USA	He is a Graduate in commerce (with two groups cleared in Cost and Works Accounts) and an associate of Indian Institute of Bankers	He is a Law Graduate from Gujarat University.
Nationality	Indian	Indian	Indian
Experience, Expertise & Brief Resume	Mr. Shail Manoj Savla is a Mechanical Engineer and MBA from the USA with over 10 years of experience in the Oil and Gas Industry. His sharp insights and analytical ability, combined with a dynamic approach, have been instrumental in the fast execution of numerous projects across various disciplines of exploration and production of oil and gas resources. Mr. Shail excels in project management, demonstrating exceptional skills in planning, coordination, and execution. His prompt decision-making abilities ensure timely and efficient project delivery, making him a valuable asset in high-pressure environments.	Mr. Narayanan Sadanandan has four decades of experience in all facets of banking, expertise in Fund Management, Investment Banking, Correspondence & International Banking, Corporate, Commercial and Retail (including MSME) banking. He has worked in Gujarat, Mumbai and Frankfurt, Germany. His past experience includes serving as an advisor to the Equity Capital Market at SBI Capital Markets Limited, and as a senior advisor to the State Bank of India. He has also previously held the position of Managing Director and CEO at SBI Pension Funds Private Limited.	Mr. Vishal Guatambhai Palkhiwala has with more than 28 years diverse experience and currently working as Director & Chief Financial Officer in Prabha Energy Limited. His experience spreads across Finance, Accounts & Taxation and Administrations Hotel, Restaurants, Trading & Manufacturing companies. He is Law Graduate, having post qualification experience of 25 years with various Industries including Chartered Accountant Firms, Private Assignments with Multinational Companies, Hotel Industry as well as Oil & Gas Industry.

Notice of the 16th Annual General Meeting

Terms and Conditions of appointment or re-appointment along with remuneration sought to be paid.	In terms of Section 152 of the Companies Act, 2013, Mr. Shail Manoj Savla was appointed as a Managing Director and is liable to retire by rotation	Proposed to be appointed as Non-Executive Independent Director, not liable to retire by rotation.	In terms of Section 152 of the Companies Act, 2013. Mr. Vishal Gautambhai Palkhiwala is proposed to be appointed as a Director and is liable to retire by rotation.
Remuneration last drawn by such person, if any (as on 31st March, 2025)	₹ 41.30 Lakhs	Not Applicable	₹ 16.87 Lakhs
Shareholding in the Company as on March 31, 2025	1500155 Equity Shares	None	68 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No inter-se relationship with Directors and KMP's of Prabha Energy Limited.	No inter-se relationship with Directors and KMP's of Prabha Energy Limited.	No inter-se relationship with Directors and KMP's of Prabha Energy Limited.
Number of Meetings of the Board attended during the year.	11	Not Applicable	11
Directorships held in other Listed Companies as on March 31, 2025 (other than Prabha Energy Limited)	NIL	1. Infibeam Avenues Limited 2. MAS Financial Services Limited 3. Allied Blenders And Distillers Limited	NIL
Directorship in other Companies	MPD Warehousing Private Limited	Shree Maruti Integrated Logistics Limited	NIL
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, 2025.	Prabha Energy Limited Stakeholders Relationship Committee: Member	1. Infibeam Avenues Limited Stakeholders Relationship Committee: Chairman 2. Mas Financial Services Limited Audit Committee: Member Stakeholder Relationship Committee: Chairman 3.Allied Blenders And Distillers Limited: Stakeholder Relationship Committee: Member 4.Shree Maruti Integrated Logistics Limited Audit Committee: Member	NIL

Notice of the 16th Annual General Meeting

Information as required pursuant to Per 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.	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.	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.
Names of Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such Requirements	He has over 10 years of experience in the Oil and Gas Industry. His sharp insights and analytical ability, combined with a dynamic approach, have been instrumental in the fast execution of numerous projects across various disciplines of exploration and production of oil and gas resources. The association of Mr. Shail Manoj Savla is of immense benefit for the Company.	He is having an experience in handling financial management and understanding of accounting and financial statements.	Mr. Vishal Gautambhai Palkhiwala has with more than 28 years diverse experience and currently working as Director & Chief Financial Officer in Prabha Energy Limited. Under his direction and stewardship the organization has expanded multifold. The association of Mr. Palkhiwala is of immense benefit for the Company.
Justification for choosing the appointee for appointment as Independent Director	NA	Due to enrich experience and knowledge about Company's Business.	NA