

PRABHA ENERGY LIMITED

CIN: L40102GJ2009PLC057716

Regd. Office: 12A Abhishree Corporate Park, Opp. Swagat BRTS Bus Stop, Ambli-Bopal Road, Ambli, Ahmedabad- 380058 **Tel:** (02717) 488611

E-mail: info@prabhaenergy.com, **Website:** www.prabhaenergy.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs, from time to time]

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, January 01, 2026 at 09:00 Hours IST	Friday, January 30, 2026 at 17:00 Hours IST

Dear Members,

Notice is hereby given, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended (the "Rules") including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard- 2 on General Meetings ("SS-2") and any other applicable laws and regulations, if any, seeking approval of the Members of Prabha Energy Limited (the "Company") on the below appended resolutions by way of Ordinary & Special Resolutions by means of Postal Ballot to vote through Electronic Voting (E-voting).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution(s) setting out the material facts and the reasons thereof, are annexed herewith for your consideration.

In compliance with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 2/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular no. 21/2021 dated December 14, 2021, General Circular no. 02/2022 dated May 05, 2022, General Circular no. 11/2022 dated December 28, 2022 and General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/ CMD1/CIRP/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/ 2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India ('SEBI Circulars') this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. If your e-mail address is not registered with the Company / Depositories / RTA, please follow the process provided in the notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the Remote E-voting system.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided Remote E-voting facility, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of MUFG Intime India

Private Limited (Formerly 'Link Intime India Private Limited') as the agency to provide Remote E-voting facility. The instructions for Remote E-voting are appended to this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the Remote E-voting process, not later than 17:00 hours IST on Friday, January 30, 2026. Remote E-voting facility will be blocked by MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the above mentioned MCA and SEBI Circulars and consequently, no Ballot Forms will be accepted by the Company.

The Board of Directors of the Company has appointed Mr. Rajesh Parekh, Partner (Membership No. A8073 & Certificate of Practice No. 2939) to as the Scrutinizer, for conducting the Postal Ballot (through remote E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company or the Company Secretary of the Company or any other person authorized by him, upon completion of the scrutiny of the Postal Ballot (through remote E-voting). The results of the Postal Ballot will be announced by Chairman of the Company or the Company Secretary of the Company or any other person authorized by him not later than 2 (Two) working days of the conclusion of the Postal Ballot at the Registered Office of the Company. The results of the Postal Ballot shall be posted on the Company's website viz. www.prabhaenergy.com and on the website of MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') viz. <https://instavote.linkintime.co.in> besides communicating to the BSE Limited and the National Stock Exchange of India Limited the Stock Exchange(s) where the Shares of the Company are listed. The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of Remote E-voting, i.e., Friday, January 30, 2026.

SPECIAL BUSINESSES:

ITEM NO. 1

APPOINTMENT OF MRS. SHIVANGI DIGANT SHAH (DIN: 11200412) 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 a “**Special Resolution**”:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160, 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 and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for time being in force), Mrs. Shivangi Digant Shah (DIN: 11200412), who was appointed as an Additional Director (Non- Executive Independent) with effect from 04th November, 2025 and holds office upto the date of this General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from 04th November, 2025”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Director or Company Secretary, to give effect to the aforesaid resolution.”

ITEM NO. 2

REGULARIZATION OF MR. SHANIL PARAS SAVLA (DIN: 08763065) AS THE DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of sections 152, read with other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Regulation 17 (1C) of Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), Mr. Shanil Paras Savla (DIN: 08763065), who was appointed as Additional Director with effect from January 1, 2026 and whose recommendation was received from Nomination and Remuneration Committee of the Company and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of a Company proposing his candidature for a office of a Director of the Company and who has given his consent for appointment as Director of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Shanil Paras Savla (DIN: 08763065) as Executive Director in the promoter category, liable to retire by rotation.”

"RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

ITEM NO. 3

RE-DESIGNATE MR. SHANIL PARAS SAVLA (DIN: 08763065) AS THE MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws and such other approvals as may be required, the approval of the Members be and is hereby accorded to re-designate and appoint, Mr. Shanil Paras Savla, (DIN: 08763065) as the Managing Director of the Company for a period of 3 (three) years, with effect from January 01, 2026, on the terms and conditions as set below with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit.

- I. Salary: upto Rs. 6,00,000/- p.m.
- II. 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 Rs. 6,00,000/- p.a. to be reimbursed by the Company on submission of documentary evidence.
 - (e) Club Fee: Club Fee upto Rs. 4,50,000/- p.a. to be reimbursed by the Company.
- III. Other Terms and Conditions:
 - a. He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
 - b. The Company will reimburse expenses incurred for traveling, boarding and lodging including his immediate family 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.

“RESOLVED FURTHER THAT The term of office of Mr. Shail Manoj Savla as the Managing Director of the Company 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 shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Company Secretary, to give effect to the aforesaid resolution.”

Date: 26.12.2025

Place : Ahmedabad

**By Order of Board of Directors
Prabha Energy Limited**

sd/-

Registered Office:

12A Abhishree Corporate Park,
Opp. Swagat BRTS Bus Stop,
Ambli-Bopal Road, Ambli,
Ahmedabad- 380058.
CIN: L40102GJ2009PLC057716
Email: cs@prabhaenergy.com

**Shail Manoj Savla
Managing Director
DIN: 08763064**

NOTES

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Ordinary & Special Resolutions setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the Listing Regulations, the businesses as set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolutions contained in this Notice through Remote E-voting.
3. The Postal Ballot Notice is being sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company ('MUFG') and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as Friday, 26th December, 2025 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the applicable MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for

this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of Remote E-voting only.

4. The Cut-off date for reckoning the voting rights of the Members of the Company is Friday, 26th December, 2025 ("Cut-off date"). Member(s) holding Equity Shares as on Cut-off date may cast their vote through Remote E-voting only and a person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only. The Remote E-voting period starts on Thursday, January 01, 2026 at 9:00 Hours IST and ends on Friday, January 30, 2026 at 17:00 Hours IST.
5. The Board of Directors of the Company has appointed MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') as an agency to provide the Remote E-Voting Facility to the shareholders of the Company.
6. The Board of Directors of the Company has appointed Mr. Rajesh Parekh, Partner, RPSS & CO. (Membership No. A8073 & Certificate of Practice No. 2939) to act as the Scrutinizer for conducting the Postal Ballot (remote E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
7. The Notice of Postal Ballot is also placed on the website of the Company i.e. website viz. www.prabhaenergy.com and on MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') viz. <https://instavote.linkintime.co.in> and at the relevant sections of the website of the Stock Exchanges on which the Shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed on the last day of remote e-voting i.e. on Friday, January 30, 2026 as if the same has been passed at a General Meeting of the Members.
9. The decision of the Scrutinizer on the validity of the votes cast through Remote E-voting in this regard shall be final and binding.
10. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 Hours IST to 17:00 Hours IST except Saturdays, Sundays and public holidays upto the last date of voting under Postal Ballot i.e. Friday, January 30, 2026.
11. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and Remote E-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (in case of Members holding shares in physical form) is provided hereunder
12. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Members holding shares in physical form and have not registered their e-mail address can now register the same by clicking the link: <https://in.mpms.mufg.com/> under Investor Services > E-mail/Bank detail Registration - fill in the details, upload the required documents and submit. Members holding shares in demat form are requested to register their, e-mail addresses with their Depository Participant(s) only. Members of the Company who have registered their e-mail addresses are also entitled to receive such communication in physical form, upon request.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING IS AS UNDER:-

The remote e-voting period begins on Thursday, January 01, 2026 at 9:00 Hours IST and ends on Friday, January 30, 2026 at 17:00 Hours IST. The remote e-voting module shall be disabled by M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 26th December, 2025 may cast their vote electronically.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- 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>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

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



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting 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.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

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

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click "Submit".

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

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

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:
 - User ID: Enter User ID
 - 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.

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

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

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

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:

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

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

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

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

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

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

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

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

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

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

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

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

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

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

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

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

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Contact Details:

Company	:	Prabha Energy Limited CIN: L40102GJ2009PLC057716 12A Abhishree Corporate Park, Opp. Swagat BRTS Bus Stop, Ambli-Bopal Road, Ambli, Ahmedabad- 380058 Website: www.prabhaenergy.com E-Mail: cs@prabhaenergy.com
Registrar & Share Transfer Agent and E Voting Agency	:	M/s MUFG Intime Private Limited (Previously known as Link Intime India Private Limited) 5th Floor, 506 to 508, Amarnath Business Centre -(ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Navarangpura, Ahmedabad - 380006, Gujarat, Tel No: +91 079 26465179, Fax: +91 022 4918 6060, Email Id: ahmedabad@in.mmpms.mufg.com, Website: www.in.mmpms.mufg.com
Scrutinizer	:	Mr. Rajesh Parekh, Partner (Membership No. A8073 & Certificate of Practice No. 2939) to act as the Scrutinizer Email Id: support@csrajeshparekh.in

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

IN RESPECT OF ITEM NO. 1:

The Board of Directors of the Company at its Meeting held on November 4, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Mrs. Shivangi Digant Shah (DIN: 11200412) as an Additional Director (Independent and Non-Executive) of the Company with effect from November 4, 2025 to hold office up to the date of the next 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 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 November 4, 2025 to November 3, 2030 (both days inclusive).

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

The Company has received a Notice in writing from a Member of the Company under Section 160 of the Act, proposing her candidature for the office of Independent Director. She meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Mrs. Shivani Digant Shah is the Company Secretary and Compliance officer of Rajgor Proteins Limited. She holds master degree in business administration from Gujarat University and she is an associate member of the Institute of Company Secretaries of India. She holds an experience of over seven years in the secretarial and compliance sector.

Mrs. Shivangi Digant Shah 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. She fulfils all other conditions as specified in the Act and the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the Management. In the opinion of the Nomination and Remuneration Committee and the Board, she possesses requisite skills, capabilities, expertise and experience for appointment as an Independent Director and the Company will benefit from her valuable, experience, knowledge and counsel.

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

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

The Board of Directors recommends the resolution as set out in Item No. 1 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mrs. Shivangi Digant Shah, and her 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. 1 of the Notice. Mrs. Shivangi Digant Shah is not related to any other Director / KMP of the Company.

IN RESPECT OF ITEM NO. 2:

The Board of Directors has at their meeting held on December 26, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Mr. Shanil Paras Savla (DIN: 08763065) as an Additional Director of the Company with effect from January 01, 2026. Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 read with the rules made there under Mr. Shanil Paras Savla (DIN: 08763065) shall holds office upto the ensuing General Meeting of the Company.

Considering the knowledge and experience of Mr. Shanil Paras Savla, the Board has recommended his appointment as Executive Promoter Director w.e.f January 01, 2026. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Shanil Paras Savla appointment as an Executive Promoter Director.

Accordingly, it is proposed to appoint Mr. Shanil Paras Savla as an Executive Promoter Director of the Company, liable to retire by rotation.

Brief resume of Mr. Shanil Paras Savla is provided in the annexure to the Notice.

The Board of Directors recommends the resolution as set out in Item No. 2 of the accompanying notice for the approval of the Shareholders of the Company as an Ordinary Resolution.

Except Mr. Shanil Paras Savla and his relatives, none of the other Directors and Key Managerial Personnel of the Company 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.

IN RESPECT OF ITEM NO. 3:

The Board of Directors has at their meeting held on December 26, 2025 pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the re-designation of Mr. Shanil Paras Savla (DIN: 08763065) as the Managing Director of the Company with effect from January 01, 2026 for a term of 3 (three) years.

Considering the knowledge and experience of Mr. Shanil Paras Savla and upon receiving recommendation of the Nomination and Remuneration Committee ('NRC'), the board at its Meeting held on December 26, 2025, approved the re-designation and the remuneration of Mr. Shanil Paras Savla as the Managing Director (Promoter and Executive) of the Company for a period of three years from January 01, 2026, to December 31, 2028 (both days inclusive). The terms and conditions of his appointment as hereinafter indicated, including remuneration pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules framed thereunder. Pursuant to Section 197 read with Schedule V of the Companies Act, 2013 and pursuant to Regulation 17(6) of SEBI LODR Regulations, the remuneration of Mr. Shanil Paras Savla as decided by the Board and mentioned in the resolution proposed in Item no. 3 of this notice is required to be approved by the Members at their meeting.

Mr. Shanil Paras Savla satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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) Standalone Financial performance indicators:

Particulars	Year Ended 31 st March, 2025	(₹ in Lakhs)
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)

- 3) 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. Shanal Paras Savla was appointed as Additional Executive Director of the Company by the Board at its Meeting held on 26th December, 2025 subject to the approval of the shareholder. He was further re-designated as the Managing Director of the Company by the Board at its meeting held on 26th December, 2025 for a period of 3 years w.e.f. 01st January, 2026, subject to the approval of the shareholder at the ensuing General Meeting.

Mr. Shanal Paras Savla, aged 30 years, holds a bachelor's degree in Mechanical engineering from University of Connecticut and Master's in Business Administration, USA. He has over 5 years of experience in the Oil and Gas Industry. He has knowledge of project finance and the complex geopolitical risks that impact supply chains and pricing. His background and expertise make him well suited for the role of the Managing Director. Mr. Shanal Savla will be responsible for Finance, Investment, Management and Administration, Marketing and Strategy. He hasn't drawn any remuneration in the past from the Company.

Remuneration proposed:

- I. Salary: upto Rs. 6,00,000/- p.m.
- II. 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 Rs. 6,00,000/- p.a. to be reimbursed by the Company on production of documentary evidence.
- (e) Club Fee: Club Fee upto Rs. 4,50,000/- p.a. to be reimbursed by the Company.

III. Other Terms and Conditions:

- a. He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- b. The Company will reimburse expenses incurred for traveling, boarding and lodging including his immediate family 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.

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

The remuneration as proposed of Mr. Shanal Paras 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, he will devote his substantial time in overseeing the operations of the Company.

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

Besides remuneration and percentage of equity shareholding directly and through relatives, Mr. Shanal Paras Savla 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.

Other information:

The Company is expected to grow going forward considering the commencement of commercial production in the current fiscal year. The proposed remuneration arrangement pertains to the entire term of the appointment, and future profitability will depend on various factors, including the volume of production, domestic and global business environment 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 appointment of Mr. Shanal Paras Savla as the Managing Director of the Company as mentioned above by passing a Special Resolution. A Brief Resume of Mr. Shanal Paras Savla is given in Annexure- A to this explanatory statement.

Except Mr. Shanal Paras Savla and/or his relatives, no other Director or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the Notice.



The Board recommends the Resolution as set out in Item No. 3 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

Date : 26.12.2025
Place : Ahmedabad

By Order of Board of Directors
Prabha Energy Limited

Registered Office:
12A Abhishree Corporate Park,
Opp. Swagat BRTS Bus Stop,
Ambli-Bopal Road, Ambli,
Ahmedabad- 380058.
CIN: L40102GJ2009PLC057716
Email: info@prabhaenergy.com

sd/-
Shail Manoj Savla
Managing Director
DIN: 08763064

Annexure A: Brief Resume of Director's seeking appointment.

Details of Director seeking appointment through the postal ballot process pursuant to the provisions of (i) Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India and are provided herein below:

Particulars	Mr. Shanil Paras Savla	Ms. Shivangi Digant Shah
Directors Identification Number (DIN)	08763065	11200412
Category	Managing Director (Promoter and Executive)	Independent Director (Non-Executive)
Date of Birth	08/09/1995	31/08/1993
Age	30	32
Nationality	Indian	Indian
Date of first appointment by Board	01/01/2026	04/11/2025
Brief Resume	Please refer Company's website: www.prabhaenergy.com for detailed profile.	
Qualifications	Mr. Shanil Paras Savla, aged 30 years, holds a bachelor's degree in Mechanical engineering from University of Connecticut and Master's in Business Administration, USA.	She holds a master degree in business administration from Gujarat University and an associate member of the Institute of Company Secretaries of India.
Nature of Expertise in specific functional areas	He has over 5 years of experience in the Oil and Gas Industry. He has knowledge of project finance and the complex geopolitical risks that impact supply chains and pricing. Mr. Shanil Savla will be responsible for Finance, Investment, Management and Administration, Marketing and Strategy.	She has an experience of over seven years in the secretarial and compliance sector.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Directors so appointed is drawn from diverse backgrounds and possess special skills with regard to the industries/fields from where they come.	
Directorship held in other entities.	1. Raas Equipment Private Limited	1. Dolphin Offshore Enterprises (India) Limited.
Relationship with other Director/KMPs	Not related to the Board of Directors	Not related to the Board of Directors
Details of Board Meetings attended during the year.	Not applicable	FY 2025-26: One

Term and Condition of appointment along with Remuneration.	As per the proposed Resolution and Explanatory Statement.	She is Proposed to be appointed as Non-Executive Independent Director, not liable to retire by rotation.
Remuneration last drawn	NIL	NIL
Membership of Committee in the Company.	NIL	Member: 1. Audit Committee 2. Nomination and Remuneration Committee
No of Shares are held in the Company.	953 Equity Shares	Nil
Remuneration proposed to be paid.	As per the proposed Resolution and Explanatory Statement.	No remuneration to be paid apart from fees or sitting fees.
Terms and Conditions of appointment.	As per the proposed Resolution and Explanatory Statement.	As per Resolution and Explanatory Statement.
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 31 st March, 2025.	Nil	Member in an Audit Committee of Dolphin Offshore Enterprises (India) Limited
Information as required pursuant to Per Exchange Circular No. LIST/COMP/14/2018-19 Dated 20 th June, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	She is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.
Names of Listed entities from which the person has resigned in the past 3 years	NIL	NIL
Justification for choosing the appointee for appointment as Independent Director	NA	She holds master degree in business administration from Gujarat University and she is an associate member of the Institute of Company Secretaries of India. She holds an experience of over seven years in the secretarial and compliance sector. Therefore, the management thinks she will be suitable and under her guidance the Company will unfold positively.