

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE RIGHT ISSUE COMMITTEE OF THE BOARD OF DIRECTORS OF PRABHA ENERGY LIMITED HELD ON THURSDAY, 05TH MARCH, 2026 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 12A, ABHISHREE CORPORATE PARK, OPP. SWAGAT BRTS BUS STOP, AMBLI-BOPAL ROAD, BOPAL, AHMEDABAD – 380058 AT 02:30 PM

APPROVAL AND ADOPTION OF THE LETTER OF OFFER IN RELATION TO THE ISSUE

“RESOLVED THAT, in furtherance of the board resolution dated December 26, 2025, approving the proposed rights issue of partly paid-up equity shares of the Company, the letter of offer to be sent to the existing shareholders of the Company whose names appear on the register of members of the Company/ beneficial owners list maintained by the depositories, as at the end of the business hours as on the record date (i.e., March 11, 2026) and such shareholders of the Company, **“Eligible Equity Shareholders”**), eligible renounees thereof and/ or to such other persons in accordance with the provisions of the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable regulations, circulars, and guidelines issued by the Securities and Exchange Board of India (“SEBI”) or the Reserve Bank of India, other applicable laws, regulations, policies or guidelines including the guidelines and clarifications issued by the Government of India (such laws, “Applicable Laws”), on the record date set out above (the **“Letter of Offer”**), be and is hereby approved by the Rights Issue Committee and adopted for filing with SEBI, BSE Limited (**“BSE”**) and the National Stock Exchange of India Limited (**“NSE”**) (together with BSE, the **“Stock Exchanges”**) and any other authorities, as the case may be, in accordance with Applicable Laws.”

“RESOLVED FURTHER THAT the Rights Issue Committee hereby approves the issue of partly paid equity shares on rights basis, wherein the eligible equity shareholders will be required to pay as under:

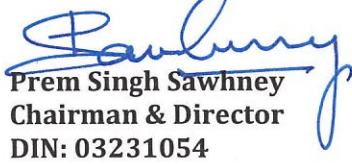
PARTICULARS OF CALLS	PERIOD OF PAYMENT OF CALLS	FACE VALUE (₹)	PREMIUM (₹)	TOTAL (₹)
First Call (on or about)	Monday, May 18, 2026 to Monday, May 25, 2026	0.33	47.19	47.52
Second and Final Call (on or about)	Friday, July 17, 2026 to Friday, July 24, 2026	0.33	47.19	47.52

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Prem Singh Sawhney, Chairman of the Committee, Mr. Vishal G. Palkhiwala, Member of the Committee, Ms. Shaily Jatin Dedhia, Member of the Committee, or Mrs. Nikita Agarwalla, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to inter alia take all steps and do all such acts, deeds, matters and things and to execute all such documents, instruments as deemed necessary in this regard, including filing the Letter of Offer with the SEBI, Stock Exchanges and any other authorities as may be required, sending rights entitlement letters, making all other necessary filings and intimations to the Stock Exchanges and any other authorities as may be required and issuing the Letter of Offer along with the application form to the Eligible Equity Shareholders.”

RESOLVED FURTHER THAT, the Board or Right Issue Committee, be and is hereby authorized to make the necessary changes, updates, alterations, revisions, modifications or amendments in the Letter of Offer, Application Form, and other documents, information, disclosures, confirmations, statements, certificates, including financial statements and auditors' report thereon, etc. as may be required to be included / mentioned, in compliance with all applicable provisions of SEBI ICDR Regulations, to be filed with SEBI, Stock Exchanges where the partly paid-up rights equity shares are listed or any other authorities, and to inter alia negotiate, authorize, approve and pay commission, fees, remuneration, expenses and/or any other charges to the applicable agencies / intermediaries / persons and to give them such directions or instructions as it may deem fit from time to time.

"RESOLVED FURTHER THAT, the Company Secretary and Compliance Officer or any Director of the Company be and is hereby authorised to certify the true copy of the aforesaid resolution and forward the same to such persons and/or the concerned authorities for necessary actions, if required."

**Certified To Be True,
For, Prabha Energy Limited**


**Prem Singh Sawhney
Chairman & Director
DIN: 03231054**



**Date: 05.03.2026
Place: Ahmedabad**