

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 OF THE TERMS OF THE ISSUE

“RESOLVED THAT, the price of each partly paid-up equity share of ₹1 each of the Company (the **“Equity Shares”**) to be offered for subscription under the rights issue of 96,67,258 Equity Shares (the **“Rights Equity Shares”**) be and is hereby fixed at ₹ 144.00 per Rights Equity Share at a share premium of ₹ 143.00 per Rights Equity Share aggregating up to ₹1,39,20,85,152 (the **“Rights Equity Share Price”**), with ₹ 48.96 of the Rights Equity Share Price payable on application, on a rights basis to existing equity shareholders of the Company on the record date (**“Eligible Equity Shareholders”**) and such proposed rights issue by the Company (**“Issue”**), is hereby approved.”

“RESOLVED FURTHER THAT, the issue of Rights Equity Shares be made in the ratio of 5 (Five) Rights Equity Shares for every 14 (Fourteen) Equity Shares held by the Eligible Equity Shareholders on the record date (**“Rights Entitlement”**).”

“RESOLVED FURTHER THAT, the following are the terms of the Issue:

- **Fractional Entitlements:** The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 05 Equity Share for every 14 Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 14 Equity Shares or not in the multiple of 14, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding less than 3 Equity Shares shall have ‘zero’ entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Shares if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

- **Designated Stock Exchange:** National Stock Exchange of India Limited, is the designated stock exchange for this Issue.
- **Ranking:** The Rights Equity Shares to be issued and Allotted pursuant to the Issue shall be subject to the provisions of the Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing

Agreements entered into by the Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under the Issue, shall rank pari passu with the existing Equity Shares, in all respects including dividends, in proportion to amount paid up on such Rights Equity Shares in the Issue.

- **Listing and trading of the Rights Equity Shares to be issued pursuant to the Issue:** Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company will apply for in-principle approval from the BSE and NSE. Our Company will apply to BSE and NSE for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

For an applicable period, from the Call Record Date, the trading of the Rights Equity Shares would be suspended under the applicable law. The process of corporate action for crediting the fully paid-up Rights Equity Shares to the Investors' demat accounts may take such time as is customary or as prescribed under applicable law from the last date of payment of the amount under the Call notice for the final Call.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 544379) and NSE (Symbol: PRABHA) under the ISIN: INE010M01023. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

In addition to the present ISIN for the existing Equity Shares, our Company would obtain a separate ISIN for the Rights Equity Shares for each Call, until fully paid-up. The Rights Equity Shares offered under this Issue will be traded under a separate ISIN after each Call for the period as may be applicable under the rules and regulations prior to the record date for the final Call Notice. The ISIN representing the Rights Equity Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call Money in respect of the Rights Equity Shares, such Rights Equity Shares would be fully paid-up and merged with the existing ISIN of our Equity Shares.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of such period, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

- **Subscription to the Issue by the Promoters and members of the Promoter Group:** Securities and Exchange Board of India through circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/18 on February 03, 2023, had permitted different methods that may be used by listed entities to achieve compliance with the minimum public shareholding (MPS) requirements mandated under Rule 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") read with regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

Therefore, in compliance to the above mentioned circular and LODR Regulations. Our Promoter and Promoter Group have confirmed that they shall forgo their entitlement to equity shares that may arise from this right issue in order to achieve the minimum public shareholding (MPS).

Rights of Holders of Equity Shares of the Company: Subject to applicable laws, Equity Shareholders who have been Allotted Rights Equity Shares pursuant to the Issue shall have the following rights:

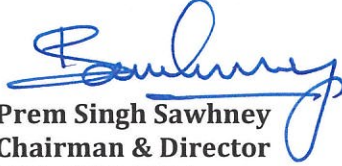
- a) The right to receive dividend, if declared;
- b) The right to receive surplus on liquidation;
- c) The right to receive offers for rights shares and be allotted bonus shares, if announced;
- d) The right to free transferability of Rights Equity Shares;
- e) The right to attend general meetings of the Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in this Letter of Offer; and
- f) Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

Subject to applicable law and Articles of Association, holders of Rights Equity Shares shall be entitled to the above rights in proportion to amount paid-up on such Rights Equity Shares in this Issue."

"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 authorised to take all steps and do all such acts, deeds, matters and things and to inter alia negotiate, finalize, settle, execute and deliver all engagement letters, memoranda of understanding, agreements and such other documents, including but not limited to any amendments/ modifications thereto etc. as they may, in their absolute discretion, deem necessary or desirable to implement the above resolution."

"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 resolutions 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**