



Prabha
Energy
Limited

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE RIGHT ISSUE COMMITTEE OF THE BOARD OF DIRECTORS OF PRABHA ENERGY LIMITED HELD ON TUESDAY, 17TH FEBRUARY, 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 11:00 AM

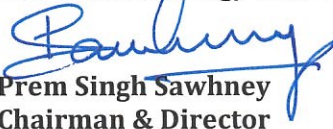
APPROVAL OF THE DRAFT LETTER OF OFFER FOR FILING WITH STOCK EXCHANGES

“RESOLVED THAT, pursuant to the resolution passed by the Board of Directors at their meeting held on December 26, 2025, which constituted the Rights Issue Committee and delegated the authority to oversee the rights issue process, the Draft Letter of Offer dated February 17, 2026, in connection with the proposed rights issue of equity shares of the Company, as tabled before the Committee, be and is hereby approved for filing with BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) for the purpose of seeking in-principle listing approval in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) 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**”), the draft letter of offer dated February 17, 2026, tabled at the meeting, containing the requisite information as prescribed by applicable laws and regulations be and is hereby approved by the Rights Issue Committee and adopted for filing with the Stock Exchanges.”

“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, be and are hereby severally authorised to do all such deeds and acts as may be necessary to give effect to this resolution, including but not limited to, making corrections or modifications to the Draft Letter of Offer (DLOF), finalising the DLOF for filing with the Stock Exchanges, issuing necessary certificates and confirmations, and settling any questions, difficulties, or doubts that may arise in relation to the Rights Issue.

“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: 17.02.2026

Place: Ahmedabad