PRABHAT AGRI BIOTECH LIMITED

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of Prabhat Agri Biotech Limited (the Company) will be held on Friday, 25th September 2026 at 10.00 A.M. at the registered office of the Company situated at Survey No.69, Second Floor, Block-B, Kandlakoya, Gundlapochampally Municipality, Medchal Mandal, Medchal-Malkajgiri District-500100, Telangana, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended 31st March 2026, together with the Reports of Board of Directors and Auditors thereon.

2. To re-appoint Dr. P. Sateesh Kumar (DIN:00023149) Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve the appointment of Mrs. M. Asha Priya (DIN: 01199936) as Non-Executive Woman Director of the Company and in this regard, 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 section149, 152, 160 and all other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and in accordance with the Memorandum and Articles of Association of the Company, and based on recommendation of the Nomination and Remuneration Committee, Mrs. Mandava Asha Priya (DIN: 01199936), who was appointed by the Board of Directors as an Additional Director (Non-Executive Woman Director) of the Company with effect from August 12, 2026, and who holds office up to the date of this General Meeting in terms of Section 161(1) of the Act and who is eligible for appointment as a Director, be and is hereby appointed as a Non-Executive Woman Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to file the necessary e-forms and other documents with the Registrar of Companies and other statutory authorities, as may be required, to give effect to this resolution.

RESOLVED FURTHER THAT a copy of the aforesaid resolution be certified by any Director of the Company and be forwarded to the concerned authorities."

For and on behalf of
Prabhat Agri Biotech Limited



K. Venkatarao
Director
DIN: 01550521

Place: Hyderabad
Date: August 12, 2026

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself and the proxy need not be a member.
2. An instrument appointing proxy to be valid must be duly filled, stamped, signed and deposited at the Registered Office of the Company, not later than 48 hours before commencement of the meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members are requested to intimate change of address, if any, immediately to the registered office of the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. The particulars of Dr. P. Sateesh Kumar (DIN:00023149) who retires by rotation and being eligible offers himself for re-appointment is given below in accordance with the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
8. The particulars of Mrs. M. Asha Priya (DIN: 01199936) who is proposed to be appointed as Non-Executive Woman Director of the Company is given below in the explanatory statement at the respective items in accordance with the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act 2013, the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 3 of the accompanying notice:

ITEM No.3:

It is to submit to the members that:

- The Company has crossed the prescribed turnover threshold under Section 149(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and is consequently required to appoint at least one Woman Director on its Board.

- Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 12th August 22026, approved the appointment of Mrs. Mandava Asha Priya (DIN:01199936) as a Non-Executive Woman Director of the Company, liable to retire by rotation, with effect from 12th August 2026,, subject to the approval of the members.

- Mrs. Asha Priya has consented to act as a Director of the Company and has confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has also received the necessary declarations and disclosures as required under the provisions of the Companies Act, 2013.

- The Board is of the opinion that Mrs. Asha Priya possesses the requisite qualifications, experience, expertise and integrity, and that her appointment would be beneficial to the Company. Accordingly, the Board recommends the resolution set out at Item No.3 of the Notice for the approval of the Members.

- Except Mrs. M. Asha Priya (DIN:01199936), none of the Directors of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution set out in item no.3.

DETAILS AS PER SECTION 118 (10) READ WITH SECRETARIAL STANDARD 2:

Details of Directors seeking appointment/re-appointment at the 34th Annual General Meeting in pursuance of Section 118 (10) of the Companies Act, 2013 and clause 1.2.5 of the Secretarial Standard 2 on General Meetings.

ITEM NO.2:

Dr. P Sateesh Kumar, (DIN:00023149), Director of the Company retires by rotation and being eligible offers himself for re-appointment.

No	Particulars	Details
1	Age:	68 years
2	Qualification:	He holds a bachelor's degree in Science (Agriculture) from Andhra Pradesh Agricultural University and has a doctorate degree in Philosophy - Life Sciences from the University of Hyderabad
3	Experience in years:	More than 45 years
4	Terms and conditions of reappointment:	Director Eligible to retire by rotation.
5	Remuneration paid:	Nil
6	Remuneration proposed to be paid:	Nil
7	Date of first appointment on the Board:	04/04/1995
8	Shareholding in the Company:	Nil
9	Relationship with other Directors:	None
10	Number of Board meetings attended during the year:	Attended 5 out of 5 Board Meetings held during FY 2025-26.

Details of Directorships, Membership/Chairmanship of Committees held by Dr. P. Sateesh Kumar on other boards are as follows:

No	Name of the Company	Designation	Name of the Committee and Position
1	Prabhat Agri Biotech Limited	Nominee Director	1. Audit Committee – Chairman 2. Management Committee – Member 3. CSR Committee - Member
2	Nuziveedu Seeds Limited	Whole-time Director	1. Audit Committee- Member 2. Management Committee – Member 3. Stakeholders Relationship Committee – Member
3	Tierra Agrotech Limited	Independent Director	1. Audit Committee – Member 2. Nomination and Remuneration Committee - Chairperson 3. Stakeholders Relationship Committee – Chairperson
4	Global Agrigenetics India Private Limited	Director	Not Applicable
5	Pravardhan Seeds Private Limited	Director	Not Applicable
6	Asha Agrisciences Private Limited	Director	Not Applicable

➢ Mrs. M. ASHA PRIYA:

Mrs. M. Asha Priya is proposed to be appointed as Non-Executive Woman Director of the Company. She holds a bachelor's degree in Science (Interior Design and Clothing Construction) and a master's degree in Science (Home Science) from Faculty of Science, University of Madras.

Other details of Mrs. M. Asha Priya are as below:

Particulars	Details
Age	64 Years
Date of first appointment on the Board	12th August 2026
Remuneration last drawn	NA
Remuneration sought to be paid	Nil
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Number of Board Meetings attended during the year	NA
Directorships held in other Companies	1. Mandava Cold Storage Private Limited 2. NSL Sugars Limited 3. Sree Kamadhenu Aquatech Private Limited 4. NSL Textiles Limited 5. Topnotch Projects Private Limited 6. NSL Cotton Corporation Private Limited 7. Prabhakar Rao Asha Priya Properties Private Limited 8. Mandava Holdings Private Limited 9. Nuziveedu Seeds Limited 10. Orbit Wind Energy Private Limited 11. MKP Power Private Limited 12. Mandava Investments Private Limited
Membership/Chairmanship of Committees of other Boards	1. Mandava Holdings Private Limited: Member – CSR Committee 2. Nuziveedu Seeds Limited: Chairperson-Stakeholders Relationship Committee Member – CSR Committee Member – Nomination and Remuneration Committee
Terms of appointment	Non –executive Woman Director liable to retire by rotation.

For and on behalf of
Prabhat Agri Biotech Limited

K. Venkatarao
Director
DIN: 01550521

Place: Hyderabad
Date: August 12, 2026

PRABHAT AGRI BIOTECH LIMITED

CIN: U01112TG1992PLC014346

Regd. Office: Survey No.69, Second Floor, Block-B, Kandlakoya, Gundlapochampally Municipality, Medchal Mandal, Medchal-Malkajgiri District, Telangana-500100 India

Telephone: 040-40514279

34th Annual General Meeting – Friday, 25 September 2026

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): .....

Registered Address: .....

E-mail ID: .....

Folio No. / Client ID No.: .....

DP ID: .....

I/We, being the member(s) of Prabhat Agri Biotech Limited, holding ..... Shares, hereby appoint:

A	Name:
	Email id:
	Address:
	Signature:
or failing him	
B	Name:
	Email id:
	Address:
	Signature:
or failing him	
C	Name:
	Email id:
	Address:
	Signature:

as my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the **34th Annual General Meeting of the Company to be held on Friday, 25th September 2026 at 10.00 A.M** at Survey No.69, Second Floor, Block-B, Kandlakoya, Gundlapochampally Municipality, Medchal Mandal, Medchal-Malkajgiri District, Telangana-500100 India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	For	Against
	Ordinary Business		
1	Adoption of audited financial statements for the financial year 2025-26		
2	Re-appointment of Dr. P. Sateesh Kumar (DIN:00023149) who retires by rotation		
	Special Business		
3	Appointment of Mrs. M. Asha Priya (DIN:01199936) as Non-Executive Woman Director of the Company		

Signed this …….. Day of …… 2026

Affix Revenue Stamp

Signature of the Shareholder……..

Signature of the Proxy holder(s) ……

Notes:

a) This form of proxy in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

b) Proxy need not be a member of the Company.

c) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

PRABHAT AGRI BIOTECH LIMITED

CIN: U01112TG1992PLC014346

Regd. Office: Survey No.69, Second Floor, Block-B, Kandlakoya, Gundlapochampally Municipality, Medchal Mandal, Medchal-Malkajgiri District, Telangana-500100 India
Telephone: 040-40514279

ATTENDANEC SLIP

34th ANNUAL GENERAL MEETING

L.F. / Demat A/c No _____ No. of shares held _____

Name(s) in Full

1. _____

2. _____

3. _____

Name & Address as Regd. with the Company

_____

_____

_____

I hereby record my presence at 34th Annual General Meeting of shareholders of Prabhat Agri Biotech Limited at Survey No.69, Second Floor, Block-B, Kandlakoya, Gundlapochampally Municipality, Medchal Mandal, Medchal-Malkajgiri District, Telangana-500100 India on Friday, the 25th day of September 2026.

Please tick ✓ in the Box

☐ Equity Shareholder ☐ Proxy

_____

Equity Shareholder Signature

_____

Proxy's Signature

Notes:

1. Equity shareholders/proxies are requested to bring this slip with them. Duplicate slips will not be issued at the entrance of the venue of the meeting
2. Equity shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting place.