



PRABHAT AGRI BIOTECH LIMITED

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of Prabhat Agri Biotech Limited (the Company) will be held on Thursday, 25th September 2025 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 2025, together with the Reports of Board of Directors and Auditors thereon.
2. To re-appoint Mr. K. Venkatarao (DIN:01550521) Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 Section 139 to 142 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable and amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint M/s MSKA & Associates, Chartered Accountants (FRN: 105047W) as statutory auditors of the Company for a further period of 5 (five) years, to hold office from conclusion of ensuing Annual General Meeting until the conclusion of 38th Annual General Meeting to be held in the calendar year 2030 and that the Board of Directors of the Company, be and are hereby severally authorized to fix such remuneration as may be mutually agreed to between the auditors and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be necessary/required for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

4. To re-appoint Mr. N. Sambasiva Rao (DIN: 06400663) as an Independent 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 a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, schedule IV and other applicable provisions if any, of the Companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time, Mr. N. Sambasiva Rao (DIN:06400663), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who being eligible for re-appointment, be and is hereby re-appointed for a second term as an Independent Director of the Company, to hold office for five (5) consecutive years on the Board of the Company from 16 June 2025 to 15 June 2030.”

For and on behalf of
Prabhat Agri Biotech Limited



A handwritten signature in blue ink, appearing to read 'K. Venkatarao', written over a horizontal line.

K. Venkatarao
Director
DIN: 01550521

Place: Hyderabad
Date: August 06, 2025

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 Mr. K. Venkatarao, Director (DIN: 01550521) 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 Board of Directors at their meeting held on August 06, 2025, recommended the appointment of M/s MSKA & Associates, Chartered Accountants (FRN: 105047W) to the members of the Company as the Statutory Auditor of the Company for a further period of 5 (five) years from the conclusion of the ensuing Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company to be held in the calendar year 2030.
 9. The particulars of Mr. N. Sambasiva Rao (DIN: 06400663) who is proposed to be re-appointed as Independent 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.
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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. 4 of the accompanying notice:

ITEM No.3:

It is to submit to the members that:

M/s. MSKA & Associates, Chartered Accountants (Firm Registration No.105047W), Statutory Auditors of the Company, who were appointed at the 28th Annual General Meeting (AGM) held on 10th August 2020, to hold office till the conclusion of the 33rd AGM to be held in the calendar year 2025. Hence, the tenure of the existing statutory auditors shall expire at the ensuing AGM.

Accordingly, the Company has received consent and eligibility certificate from M/s MSKA & Associates, Chartered Accountants (FRN: 105047W), to the effect that their re-appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed there under and that they satisfy the criteria provided in section 141 of the Companies Act, 2013.

Therefore, considering the provisions of the Companies Act, 2013 and the rules made thereunder, the Company proposes to re-appoint M/s. MSKA & Associates, Chartered Accountants (Firm Registration No.105047W) as Statutory Auditors of the Company for a further period of five years from conclusion of the ensuing AGM until the conclusion of 38th AGM to be held in the Calendar year 2030.

The Board recommends the re-appointment of the Statutory Auditor of the Company for the period of five years and to pass the resolution as set out in Item No. 3 of the Notice as Ordinary Resolution(s).

ITEM No.4:

It is to submit to the members that:

- ❖ The Board of Directors at their meeting held on 16 June 2020 and the members at their meeting held on 16 June 2020 had appointed Mr. N. Sambasiva Rao (DIN: 06400663) as the Independent Director of the Company for a period of five consecutive years (i.e., from 16th June 2020 to 15th June 2025).
- ❖ Mr. N. Sambasiva Rao (DIN: 06400663) completed his initial term as Independent Directors on 15th June 2025 and as per the provisions of the Act, he shall be eligible to be appointed for another term of five consecutive years upon approval of members by way of special resolution.
- ❖ Considering his vast experience and contribution to the Company during his tenure as Independent Director, the Board of Directors of the Company, upon ascertaining his qualification, expertise and experience, approved his appointment in its meeting dated 22nd May 2025 as Independent Director of the Company for a second term of 5 consecutive years from 16 June 2025 to 15 June 2030 subject to the approval of the members.

- ❖ The said director has submitted his consent to act as Independent Director and declaration that he meets the criteria of independence as provided under section 149(6) of the Act.
- ❖ In the opinion of the Board, the said director fulfills the conditions specified in the Act and the rules made thereunder for re-appointment as Independent Director and he is independent of the management.
- ❖ Brief profile of Mr. N. Sambasiva Rao (DIN: 06400663) has been provided below for information of the members.
- ❖ In compliance with the provisions of the Companies Act 2013, the appointment of Mr. N. Sambasiva Rao (DIN: 06400663) as Independent Director for his second term of five years is now being placed before the Members for approval by way of special resolution.
- ❖ The terms and conditions of appointment of the Director shall be open for inspection by the members at the Registered Office on any working day excluding public holidays and Sundays between 10.00A.M to 1.00 P.M upto and including the date of the General Meeting.
- ❖ Mr. N. Sambasiva Rao (DIN: 06400663) is interested in this resolution as set out in item no.4. No other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions set out in item no. 4.

The Board of Directors recommends this item no.4 for the approval of the members.

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

Details of Directors seeking appointment/re-appointment at the 33rd 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:

Mr. K. Venkatarao (DIN:01550521), Director of the Company retires by rotation and being eligible offers himself for re-appointment.

No.	Particulars	Details
1	Age:	60 years
2	Qualification:	Civil Draughtsman
3	Experience in years:	More than 30 years
4	Terms and conditions of reappointment:	Director liable to retire by rotation.
5	Remuneration paid:	Nil
6	Remuneration proposed to be paid:	Nil
7	Date of first appointment on the Board:	December 01, 2008
8	Shareholding in the Company:	Nil
9	Relationship with other Directors:	None
10	Number of Board Meetings attended during the year:	Attended all the Board meetings (4 out of 4) held during the FY 2024-25

➤ Details of Directorships, Membership/Chairmanship of Committees held by Mr. K. Venkatarao on other board:

No	Name of the Company	Designation	Name of the Committee and Position
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1	Nuziveedu Seeds Limited	Whole Time Director	Not Applicable
2	Aartison Techmedia Private Limited	Director	Not Applicable
3	Fortune Hybrid Seeds Limited	Director	Not Applicable
4	Jubilee Real Projects (India) Private Limited	Director	Not Applicable
5	Asha Agrisciences Private Limited	Director	Not Applicable
6	Pravardhan Seeds Private Limited	Director	Not Applicable
7	Prabhat Agri Biotech Limited	Director	Nomination and Remuneration Committee-Member
8	Venkateswara Manufacturers & Traders Private Limited	Director	Not Applicable
9	NCC Santosh Fibers Private Limited	Nominee Director	Not Applicable
10	NCC Jay Laxmi Fibers Private Limited	Nominee Director	Not Applicable
11	NCC Matoshri Cotton Private Limited	Nominee Director	Not Applicable
12	NCC CJ Cotton Private Limited	Nominee Director	Not Applicable
13	Maha Ganapathi Manufacturers & Industries Private Limited	Nominee Director	Not Applicable
14	Mahasree Manufacturers & Industries Private Limited	Director	Not Applicable
15	NCC Narsinh Cotton Private Limited	Director	Not Applicable
16	NCC Abhinandan Cotton Private Limited	Director	Not Applicable

ITEM NO.4:

Mr. N. Sambasiva Rao is a result-oriented, self-motivated and resourceful leader with proven track record and experience in leading organization and profit centre management. He has been very active in Industry bodies, including IFA & FAI, for setting the policy level agenda and focus in the sector. Now he would like to contribute his knowledge & Skills in Strategic Planning, Fertilizer Policy, Marketing & Channel Development, Supply Chain Management (SCM), towards long term sustainable growth and development of an organization.

No.	Particulars	Details
1	Age:	68 years
2	Qualification:	MSc. Agriculture
3	Experience in years:	More than 40 years
4	Terms and conditions of reappointment:	Appointed as an Independent Director of the Company for the further period of 5 years i.e., from 16 Jun 2025 to 15 Jun 2030
5	Remuneration paid:	Nil
6	Remuneration proposed to be paid:	INR 4.40 lakhs
7	Date of first appointment on the Board:	June 16, 2020
8	Shareholding in the Company:	Nil
9	Relationship with other Directors:	None
10	Number of Board Meetings attended during the year:	Attended all the Board meetings (4 out of 4) held during the FY 2024-25

**As per the audited financial statements as on 31st March 2025*

➤ Details of Directorships, Membership/Chairmanship of Committees held by Mr. N. Sambasiva Rao on other board:

No	Name of the Company	Designation	Name of the Committee and Position
1	NACL Industries Limited	Director	Not Applicable
2	NSL Sugars Limited	Director	Not Applicable

3	NSL Krishnaveni Sugars Limited	Director	Audit Committee- Member
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**For and on behalf of
Prabhat Agri Biotech Limited**



A handwritten signature in blue ink, appearing to read "K. Venkatarao", written over the circular stamp.

**K. Venkatarao
Director
DIN: 01550521**

**Place: Hyderabad
Date: August 06, 2025**

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

33rd Annual General Meeting – Thursday, 25 September 2025

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 **33rd Annual General Meeting of the Company to be held on Thursday, 25th September 2025 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 2024-25		
2	Re-appointment of Mr. K. Venkatarao, Director (DIN: DIN:01550521) who retires by rotation 		
3	Appointment of M/s MSKA & Associates, Chartered Accountants (FRN: 105047W) as statutory auditors of the Company for a further period of five years		
Special Business			
4	Appointment of Mr. N. Sambasiva Rao as an Independent Director of the Company for a further period of five consecutive years from 16 th June 2025 to 15 th June 2030		

Signed this Day of 2025

Signature of the Shareholder.....

Signature of the Proxy holder(s)

Affix
Revenue
Stamp

Notes:

- 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.
- Proxy need not be a member of the Company.
- 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

ATTENDANCE SLIP

33rd ANNUAL GENERAL MEETING

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

Name(s) in Full Name & Address as Regd. with the Company

1. _____
2. _____
3. _____

I hereby record my presence at 33rd 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 Thursday, the 25th day of September 2025.

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.