CIN : U19200UP2022PLC162096 | GSTIN: 09AAICN1764B1ZK | PAN: AACN1764B

NAMBERDAR BIO FUELS LIMITED

Manufacturing Address: D-42, Jokhabad, Sikandrabad Industral Area, Bulandshahr (U.P.) 203205
Registered Office: Second Floor, DR. Complex, G.T. Road, Lal Kuan, Near Shiv Mandir, Ghziabad, 201009
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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF NAMBERDAR BIO FUELS LIMITED (FORMERLY KNOWN AS NAMBERDAR BIO FUELS PRIVATE LIMITED) HELD ON MONDAY, MAY 25, 2026 AT 10:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SECOND FLOOR, D.R. COMPLEX, KH. NO. 80, CHAUDHARY MARKET, LAL KUAN, GHAZIABAD, UTTAR PRADESH, INDIA, 201001

RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING:

"**RESOLVED THAT**, subject to the approval of members of the company and pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, classifications, circulars and notifications issued by Government of India ("**Gol**"), Securities Exchange Board of India ("SEBI") or Reserve Bank of India (RBI"), Department for Promotion of Industry and Internal Trade ("**DPIIT**") and any other applicable Laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchange where the Equity Shares are proposed to be listed ("**the Stock Exchange**"), and subject to any approvals from the Gol, the Registrar of Companies, Uttar Pradesh-II ("**RoC**"), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India ("**DEA**"), Ministry of Commerce and Industry, DPIIT, The Insurance Regulatory Development Authority of India and all other appropriate statutory authorities and departments (the "**Regulatory Authorities**"), and such other approvals, consents, waivers. permissions and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted to create, issue allot and/or transfer upto **30,00,000** equity shares of face value of Rs.10 each of the Company for cash pursuant to a Fresh Issue ("**Fresh Issue**") and upto **5,00,000** equity shares of face value of Rs.10 each of the Company, held by Promoter selling shareholders which are eligible for an offer for sale in accordance with the SEBI ICDR Regulations ("**Offer for Sale**") aggregating to a total offer of upto **35,00,000 equity shares** of face value 10/- (the **"total issue size"**) at a price to be determined in consultation with the book running lead manager appointed in respect of the offer ("**BRLM**"), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, out of the authorized equity share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors, if any and qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, one or more of the members of the Company, Hindu Undivided Families, Foreign Portfolio Investors as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2019. Indian and/ or multilateral and bilateral financial institutions, Venture Capital Funds, Alternative Investment Funds, Non-Resident Indians, State Industrial Development Corporations. Insurance Companies, Provident Funds, Pension Funds, National Investment Fund, Insurance funds set up by army, navy, or air force of the Union of India. Insurance funds set up and managed by the Department of Posts, India. Trusts registered under Indian Trusts Act, 1882 and Societies registered under the Societies Registration Act, 1860, Development Financial Institutions, Systemically Important Non-banking Financial Companies, Indian Mutual Funds, Members of Group Companies, Indian public, Bodies Corporate, Companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including High Net worth Individuals, Individual Bidders or other entities. in one of more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "**Investors**") by way of the offer in consultation with the BRLM and/or underwriters and/or the Market Makers and/or other advisors or such persons appointed for the offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an Offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the Issue/ transfer shall be made to the exclusion of all other categories of investors at the time of such Offer and allotment of Equity Shares considering the prevailing market conditions and other relevant factors wherever necessary and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or Market Maker and/or other advisors as may be appointed for the offer on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.

RESOLVED FURTHER THAT subject to the approval of members of the company, the Equity Shares Issued or transferred pursuant to the Offer, along with the existing shares held by the current members, shall be listed on one or more recognized stock exchange in India.

RESOLVED FURTHER THAT subject to the approval of members of the company for the purpose of giving effect to the offer, the Board be and is hereby authorized to allot Equity Shares and finalise other matters in connection with or incidental to the offer, including determining any anchor investor portion and allocate such number of Equity Shares to the anchor investor in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT all monies received out of the offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the offer shall be refunded/ unblocked within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the Promoter selling members shall pay interest on failure thereof, as per applicable law.

RESOLVED FURTHER THAT subject to the approval of members of the company, for the purpose of giving effect to the above resolutions and any offer / transfer of Equity Shares pursuant to the Issue, the Board and any other committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the offer including the class of investors to whom the Equity Shares are to be Issued / transferred, the number of Equity Shares to be Issued / transferred in each tranche, Offer price, premium amount, discount on Offer price to reserved categories (as allowed under Applicable Laws), listing on one or more Stock Exchange in India as the Board in its absolute discretion deems fits and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents. legal advisor, etc., to approve incurring of expenditure and payment of fees. commissions, brokerage, remuneration and reimbursement of expenses in connection with the offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Issue / transfer of the Equity Shares and such other activities as may be necessary in relation to the offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute on its behalf.

RESOLVED FURTHER THAT subject to the approval of members of the company and compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

RESOLVED FURTHER THAT subject to the approval of members of the company, in connection with any of the foregoing resolutions, the members of the Board, including any committee of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all documents, papers or instruments, Issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions.

CERTIFIED TRUE COPY

FOR NAMBERDAR BIO FUELS LIMITED
(FORMERLY KNOWN AS NAMBERDAR BIO FUELS PRIVATE LIMITED)

For NAMBERDAR BIO FUELS LTD.
Director

ARVIND CHAUDHARY
MANAGING DIRECTOR
DIN: 09566127

Date : May 25, 2026
Place : Ghaziabad