CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS IN THE EXTRA ORDINARY GENERAL MEETING OF NAMBERDAR BIO FUELS LIMITED (FORMERLY KNOWN AS NAMBERDAR BIO FUELS PRIVATE LIMITED) HELD ON TUESDAY, MAY 26, 2026 AT 02:00 P.M. AT SHORTER NOTICE 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** 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, at 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 an 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 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 or 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 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 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 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 26, 2026
Place : Ghaziabad

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

ITEM NO. 2

RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING:

The Company proposes 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 f 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 an offer of upto **35,00,000 equity shares** of face value 10/- (the **"total issue size"**) on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with Applicable Laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), to various categories of investors including qualified institutional investors, individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or any other category of investors , as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects pari-passu with the existing Equity Shares.

In view of the above and in terms of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (the "Companies Act"), the approval of the shareholders of the Company is required through a special resolution.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "DRHP") with the Securities and Exchange Board of India ("SEBI") and the Stock Exchange, and subsequently file a red herring prospectus (the "RHP") with the Registrar of Companies, at Uttar Pradesh-II ("RoC") and thereafter with SEBI, and the Stock Exchange and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchange in respect of the Offer (the "Prospectus", and together with the 'DRHP and the RHP, the "Offer Documents"), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company, in consultation with the BRLM(s) in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The proceeds of the Fresh Issue are to be utilized for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the SEBI in connection with the IPO. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law.

The Company has not made and will not make an offer of the Equity Shares in the Offer to its promoters or members of the promoter group of the Company in the Offer. However, the directors (except independent directors), the key managerial personnel or senior management personnel may apply for the Equity Shares in the various categories under the IPO in accordance with the SEBI ICDR Regulations, the Companies Act, and any other applicable laws.

No change in control of the Company or its management is intended or expected pursuant to the IPO.

Furthermore, in the event that Equity Shares are allotted to investors pursuant to a pre-IPO placement of Equity Shares prior to filing of the red herring prospectus relating to the IPO with the Registrar of Companies, at Uttar Pradesh-II, price at which such pre-IPO placement shall be made shall be subject to prevailing market conditions, and shall be decided by the Company in consultation with the book running lead managers to the IPO.

The Board recommends the said resolution set cut at item no. 2 of the Notice for approval of the members of the Company through a Special Resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "**Companies Act, 2013**"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the offer, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names. In terms of the SEBI ICDR Regulations, the entire pre-Issue share capital of the members shall be required to be locked-in for a period of as per Regulation 239 of the SEBI ICDR Regulations, 2018, as amended from time to time.

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 26, 2026
Place : Ghaziabad