

CERTIFICATE BY PRACTICING COMPANY SECRETARY

[Under Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018]

To,
The Board of Directors
Nakoda Group of Industries Limited
Plot No. 239, South Old Bagadganj,
Small Factory Area, Nagpur - 440008

Subject: *Certificate under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018 for the proposed Preferential Issue of Convertible Warrants.*

We, R.A. DAGA & CO., Practicing Company Secretary, Nagpur have examined the relevant documents, records, and explanations furnished to us by M/s. Nakoda Group of Industries Limited ("the Company") in connection with the proposed preferential issue of 87,00,000 Convertible Warrants on preferential basis to the persons currently belonging to the Promoter and Non-Promoters, to be considered and approved by the members of the Company at the Extra Ordinary General Meeting scheduled to be held on Wednesday, May 13, 2026, at the registered office of the Company.

Based on our examination of such documents, records, and other relevant information and explanations furnished to us, and to the best of our knowledge and belief, we hereby certify that the proposed preferential issue of 87,00,000 Convertible Warrants on Preferential Basis to the persons belonging to Promoter and Non-Promoter by the Company is being made in accordance with the requirements contained in Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to date, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

This certificate is being issued at the request of the Company for placing before the General Meeting of the shareholders considering the said preferential issue, as required under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018.

For M/s. R.A. DAGA & CO.


Rachana Daga
Proprietor
Membership No.: F5522
CP No. - 5073
Peer Review No. - 1568/2021
UDIN: F005522H000124069



Date: 16-04-2026