CERTIFIED TRUE COPY OF BOARD RESOLUTION PASSED BY CIRCULATION BY THE BOARD OF DIRECTORS OF NAKODA GROUP OF INDUSTRIES LIMITED IN THEIR MEETING HELD ON 02nd JULY 2026 AT 05:00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 239, BAGAD GANJ, NAGPUR MH 440008 IN.

ITEM:- 1 Allotment of Warrants Convertible into Equity Shares on Preferential Basis .

"**RESOLVED THAT** pursuant to the provisions of Section 175 of the Companies Act, 2013 read with Rule 5 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, the consent of the Board of Directors of the Company be and is hereby accorded to pass the following resolution by circulation.

1. **Allotment of Convertible Warrant**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c), Section 42, Section 71 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary from appropriate regulatory authorities, the Board of Directors of the Company (the "Board") hereby approves the allotment of the following securities on a preferential basis to the persons/entities listed in the table below (the "Allottees"):

Allotment of Convertible Warrants:

35,00,000 (Thirty Five Lakhs) Convertible Warrants, at an issue price of ₹ 28/- (Rupees Twenty-Eight Only) per warrant, against payment of 25% of the issue price, i.e., ₹7/- (Rupees Seven Only) per warrant, at the time of allotment, with the balance 75% of the issue price payable at the time of exercise of the option for conversion, in accordance with the terms approved by the shareholders and the applicable provisions of the SEBI (ICDR) Regulations, 2018.The said allotment is in accordance with and pursuant to:

(i) the special resolution passed by the Members of the Company at their Extra-ordinary General Meeting held on May 13, 2026; and

(ii) the In-Principle Approval received from BSE Limited and NSE Limited (the Stock Exchanges where the Equity Shares of the Company are listed) vide their respective letters dated June 30, 2026.

RESOLVED FURTHER THAT the details of the Allottees and the number of Convertible Warrants allotted to each of them shall be as under:

S. No.	Name of the Allottees	No. of Warrants Allotted
1.	NO CTRL ENTERPRISES LLP	30,00,000
2.	JUNITA HARDIK SHAH	1,50,000
3.	AGRAWAL COMMERCIALS	2,00,000
4.	SUNIL TRIPATHI (HUF)	1,50,000
Total		**35,00,000**

RESOLVED FURTHER THAT the Company Secretary/Director of the Company be and is hereby severally authorized to:

1. Execute and file the necessary forms, returns and documents with the Registrar of Companies, Stock Exchanges and other regulatory authorities.
2. Do all such acts, deeds, matters and things as may be required to give effect to the above resolutions.
3. Ensure that, in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 relating to preferential issues, the Convertible Warrants allotted as above shall be convertible into one Equity Share against each warrant upon payment of the balance 75% of the issue price, at any time within 18 months from the date of allotment, i.e., on or before 03.01.2028, subject to the applicable provisions of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

For and On Behalf of
Nakoda Group of Industries Limited

Jayesh Choudhary
Whole- Time Director
Din No. 02426233

Date: 02/07/2026
Place: Nagpur

NAKODA GROUP OF INDUSTRIES LIMITED
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NAKODAS®

TO WHOMSOEVER IT MAY CONCERN

Our Company allotment 35,00,000 (Thirty Five Lacs) convertible warrants at a Price of Rs. 28/- each on preferential basis, convertible into 35,00,000 (Thirty Five Lacs) Equity Shares (One Equity Share for One Warrant issued) of the Company of the face value of Rs. 10/- each to the Promoter and Non-Promoters upon receipt of minimum subscription amount as prescribed under Regulation of SEBI ICDR Regulation, 2018. As return of Allotment in Form PAS-3 is not applicable in case of Warrant issue, therefore utilize of fund after the filed Form MGT-14 with ROC and used the fund.

Thanking you,

Yours faithfully,
For NAKODA GROUP OF INDUSTRIES LIMITED

Jayesh Choudhary
Whole- Time Director
Din no. 02426233

Date: 03/07/2026
Place: Nagpur