

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF WOG TECHNOLOGIES LIMITED (FORMERLY KNOWN AS WOG TECHNOLOGIES PRIVATE LIMITED) WILL BE HELD ON MONDAY THE 27TH DAY OF JULY, 2026 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO.204, SECOND FLOOR, KIRTI DEEP BUILDING, PLOT NO. 3, DDA RETAIL BUSINESS CENTRE, NANGAL RAYA, NEW DELHI-110046 TO TRANSACT THE FOLLOWING BUSINESSES: -

SPECIAL BUSINESS:**ITEM NO. 1****APPROVAL FOR ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY**

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 Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force), the applicable provisions of the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the **"SEBI ICDR Regulations"**), including Regulation 17 thereof, read with the Securities and Exchange Board of India Circular No. **HO/49/(17)2026-CFD-POD2/I/8965/2026 dated April 8, 2026** and such other circulars, notifications, guidelines and directions as may be issued by the Securities and Exchange Board of India, the Depositories or any other competent authority from time to time, and subject to such approvals, permissions, sanctions and consents as may be necessary, the approval of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new **Clause 89** immediately after the existing Clause 88 (or at such appropriate place as may be determined by the Board), namely:

"LOCK-IN OF EQUITY SHARES"

89. i) Notwithstanding anything to the contrary contained in these Articles, where any equity shares held by persons other than promoters are required to be locked-in under Regulation 17 of SEBI ICDR Regulations and such lock-in cannot be created or recorded by Depositories for any reason whatsoever including where such equity shares are (i) subject to pledge; or (b) under "freeze balance" or "safekeep balance", prior to the commencement of the Lock-in Period, the Company shall have the power to issue instructions to the Depositories, directing them to record such equity shares as "non-transferable" for the duration of the applicable Lock-in Period. The

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aforementioned equity shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.

ii) In the event of invocation of the pledge of such equity shares by the pledgee, whether in whole or in part, the equity shares so transferred or received by the pledgee upon such invocation shall be automatically locked-in and shall remain under lock-in, in the account of the pledgee, for the balance Lock-in Period.

iii) In the event of release of the pledge of such equity shares by the pledgee, whether in whole or in part, the equity shares so released be automatically locked-in and shall remain under lock-in, in the account of the pledgor, for the balance Lock-in Period.

For the purposes of this Article,

(a) "Lock-in Period" means the period for which the entire pre-issue capital of the Company held by persons other than the promoters, in case of the initial public offering, is locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations; and

(b) "SEBI ICDR Regulations" shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or re-enacted or replaced from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof or any person(s) authorised by the Board) be and is hereby authorised to renumber the Articles of Association consequent upon the insertion of the aforesaid Article, make consequential amendments, modifications or corrections, including changes in cross-references and numbering, and to alter, vary, modify or substitute the wording of the aforesaid Article, to the extent required by the Securities and Exchange Board of India, the Registrar of Companies, the Stock Exchanges, the Depositories, the Registrar to the Issue or any other statutory, regulatory or governmental authority, or as may be required for compliance with the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules, regulations, circulars, notifications, guidelines or directions issued thereunder, provided that such alterations or modifications are not material in nature and do not substantially alter the intent of this Resolution, and to do all such acts, deeds, matters and things, execute all such documents, writings and instruments, and give such directions and instructions as may be necessary, desirable or expedient to give effect to this Resolution."

ITEM NO. 2

APPROVAL FOR VARIATION IN THE TERMS OF REMUNERATION OF MR. SATYAPAL SINGH (DIN: 07401365), DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

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“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company and other applicable statutory provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for variation in the terms of remuneration payable to Mr. Satyapal Singh (DIN: 07401365), Executive Director of the Company, for a period of three (03) years commencing from April 1, 2026 and ending on March 31, 2029, on the following terms and conditions:

Particulars		Amount (INR)Per Month	Amount (INR)Per Annum
A) SALARY			
1	Basic	33,275	3,99,300
2	House Rent Allowance	13,310	1,59,720
3	Conveyance Reimbursement	1,600	19,200
4	Special Allowance	14,487	1,73,844
B) Reimbursements under Flexi - Benefits			
1	Leave Travel Allowance	1,500.00	18,000.00
2	Medical Reimbursement	1,250.00	15,000.00
Gross Salary (A+B)		65,422	7,85,064
C) Other Benefits			
1	Bonus/Exgratia	700	8400
D) Other Benefits			
1	PF - Employer	-	-
2	GPA, & GMC	428.00	5,136.00
CTC (Cost to Company) A+B+C		66,550	7,98,600

I. Perquisites and Other Benefits

In addition to the remuneration specified above, Mr. Satyapal Singh shall be entitled to the following perquisites, benefits and amenities:

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a) Leave Benefits

Earned Leave/Privilege Leave as per the rules and policies of the Company. Encashment of unavailed leave at the end of tenure shall be permitted in accordance with applicable law and Company policy.

b) Motor Car Facility

Provision of a chauffeur-driven motor car for use in connection with the business of the Company and for personal use. The value of personal use shall be determined in accordance with the applicable provisions of the Income-tax Act, 1961 and the Rules made thereunder.

c) Telephone / Communication Facilities

Telephone, mobile phone and communication facilities at residence and/or for official purposes. Personal long-distance calls and personal usage charges shall be borne by Mr. Satyapal Singh.

d) Insurance and Welfare Benefits

Group insurance cover, medical benefits and such other welfare schemes and employee benefits as may be applicable to senior executives of the Company from time to time.

e) Reimbursement of Business Expenses

Reimbursement of entertainment, travelling, hotel, boarding, lodging and all other expenses actually and properly incurred by him in the course of and for the business of the Company.

f) Business Travel Accompanied by Spouse

Expenses incurred in connection with the spouse accompanying Mr. Satyapal Singh on official business tours within India or abroad, where approved by the Board and considered necessary in the interests of the Company.

g) Other Perquisites and Amenities

Such other benefits, amenities, facilities and privileges as may be available to or granted to senior management personnel of the Company from time to time.

II. General Conditions

The monetary value of perquisites shall be evaluated in accordance with the provisions of the Income-tax Act, 1961 and the Rules made thereunder, wherever applicable, and in the absence of any such provisions, shall be evaluated at the actual cost incurred by the Company.

“RESOLVED FURTHER THAT the aggregate remuneration payable to Mr. Satyapal Singh during any financial year shall be subject to the limits prescribed under Sections 197 and 198 of the Companies Act, 2013 and other applicable provisions thereof.

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the aforesaid period of three (03) years commencing from April 1, 2026 and ending on March

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31, 2029, Mr. Satyapal Singh shall be paid the remuneration, perquisites, allowances and benefits set out herein as minimum remuneration, in accordance with the provisions of Schedule V to the Companies Act, 2013 and subject to such approvals as may be required under applicable law.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee or any Committee authorised by the Board) be and is hereby authorised to vary, alter, revise or enhance the remuneration structure, including salary, allowances, perquisites and benefits payable to Mr. Satyapal Singh during the aforesaid period, provided that such variation is within the limits approved by the Members and permissible under the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents as may be necessary, expedient or desirable for giving effect to this Resolution.”

ITEM NO. 3

APPROVAL FOR VARIATION IN THE TERMS OF REMUNERATION MR. SUNIL KUMAR (DIN: 03268659), MANAGING DIRECTOR OF THE COMPANY

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 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company and other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for variation in the terms of remuneration payable to Mr. Sunil Kumar (DIN: 03268659), Managing Director of the Company, for a period of three (3) years commencing from April 1, 2026 and ending on March 31, 2029, on the following terms and conditions:

Particulars		Amount (INR)Per Month	Amount (INR)Per Annum
A) SALARY			
1	Basic	2,06,256	24,75,072
2	House Rent Allowance	82,502	9,90,024
3	Conveyance Reimbursement	1,600	19,200

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4	Special Allowance	1,16,475	13,97,700
B) Reimbursements under Flexi - Benefits			
1	Leave Travel Allowance	1,500	18,000
2	Medical Reimbursement	1,250	15,000
Gross Salary (A+B)		4,09,583	49,14,996
C)			
1	Bonus/Exgratia	700	8,400
D) Other Benefits			
1	PF - Employer	1,800	21,600
2	GPA, & GMC	428	5,136
CTC (Cost to Company)			
A+B+C+D		4,12,511	49,50,132

I. Perquisites, Benefits and Amenities

In addition to the remuneration specified above, Mr. Sunil Kumar shall be entitled to the following perquisites, benefits and amenities:

a) Provident Fund and Superannuation Fund

Company's contribution towards Provident Fund, Superannuation Fund and/or Annuity Fund in accordance with the applicable rules, regulations and policies of the Company. Such contributions shall not be included in the computation of remuneration to the extent exempt under Schedule V to the Companies Act, 2013.

b) Gratuity

Gratuity payable in accordance with the rules and policies of the Company and applicable law. Gratuity payable at the end of tenure shall not be included in the computation of the ceiling on remuneration to the extent permitted under Schedule V.

c) Leave Encashment

Earned Leave / Privilege Leave as per the rules of the Company. Encashment of leave at the end of tenure shall not be included in the computation of remuneration to the extent permitted under Schedule V to the Act.

d) Motor Car Facility

Provision of a chauffeur-driven motor car for use in connection with the business of the Company and for personal use. Valuation of personal use shall be in accordance with the provisions of the Income-tax Act, 1961 and Rules made thereunder.

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e) Telephone and Communication Facilities

Telephone, mobile phone and other communication facilities at residence and/or for official use. Personal long-distance calls and personal usage expenses shall be borne by Mr. Sunil Kumar.

f) Insurance and Medical Benefits

Group Insurance cover, medical benefits and such other welfare schemes as may be available to senior management personnel of the Company from time to time.

g) Other Benefits, Amenities and Privileges

Such other benefits, amenities and privileges as may from time to time be made available to or provided for senior executives of the Company in accordance with Company policy.

II. Other Reimbursements

1. Reimbursement of entertainment expenses actually and properly incurred by Mr. Sunil Kumar in the course of and for the purposes of the business of the Company.
2. Reimbursement of travelling, boarding, lodging and other expenses incurred in connection with the business of the Company.
3. Expenses incurred in connection with the spouse accompanying the Managing Director on business tours within India and abroad, where approved by the Board and considered expedient in the interests of the Company.

III. General Conditions

The monetary value of perquisites shall be evaluated in accordance with the provisions of the Income-tax Act, 1961 and the Rules made thereunder, wherever applicable, and in the absence of any such provisions, shall be evaluated at the actual cost incurred by the Company.

“RESOLVED FURTHER THAT the aggregate remuneration payable to Mr. Sunil Kumar during any financial year shall be subject to the provisions of Sections 197 and 198 of the Companies Act, 2013 and other applicable provisions thereof.

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the aforesaid period of three (3) years commencing from April 1, 2026 and ending on March 31, 2029, the remuneration, salary, allowances, perquisites, benefits and amenities as specified herein shall be paid and allowed to Mr. Sunil Kumar as minimum remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee or any Committee authorised by the Board) be and is hereby authorised to vary, alter, revise, enhance or modify the remuneration structure and the terms and conditions of remuneration of Mr. Sunil Kumar from time to time during the aforesaid period, provided that such

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variation is within the overall limits approved by the Members and permissible under the provisions of the Companies Act, 2013 including Sections 196, 197, 198 and Schedule V thereto.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, writings and instruments as may be necessary, expedient or desirable for giving effect to this Resolution.”

ITEM NO. 4

APPROVAL OF THE LOANS GIVEN BY COMPANY TO OTHER COMPANY IN TERMS OF THE PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 185 and any other applicable provisions of the Companies Act, 2013 (including any rules made thereunder and/or statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the articles of association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall include any committee thereof and/or any person(s) authorized by the Board/such committee) to approve (from time to time) the following on behalf of the Company:

- a) issuance of any guarantee(s) by the Company in connection with any loan(s) by any lender(s) to any company and/or body corporate(s) (“Said Entities”); and/or
- b) creation of security (by way of mortgage, hypothecation, pledge, encumbrance and/or charge) by the Company on any asset(s) (including any rights, title and/or interests therein) in connection with any loan(s) by any lender(s) to any Said Entities; and/or
- c) give loan(s) (including any loan(s) represented by book debts) to any Said Entities;

notwithstanding the fact that the director(s) of the Company is/are/shall be interested in any Said Entities as mentioned in the Explanation of Section 185(2) of the Companies Act, 2013.

“RESOLVED FURTHER THAT the aggregate value of such transactions as mentioned in point no. a, b & c shall not exceed Rs. 2000 Crores (Rupees Two Thousand Crores only) at any point of time.

“RESOLVED FURTHER THAT the Board and/or any person(s) authorized by the Board or any committee thereof be authorized to

- a) negotiate/agree/accept/approve/finalise/execute/re-execute on behalf of the Company all terms and conditions, purposes, agreement(s), deed(s), confirmation(s), document(s) and/or undertaking(s) (including any amendment(s) or modification(s) thereto) as may be necessary or required for the aforesaid purposes; and/or

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- b) sign, file, deliver, admit execution and/or present for registration all documents/forms with any statutory authority, if required;

“RESOLVED FURTHER THAT the members of the Company do hereby ratify and affirm all actions of the Board of Directors as the matter stated above to till date.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all other acts, deeds and things (including right to further delegate any of the aforesaid powers) as may be required in connection with the aforesaid purposes.”

ITEM NO. 5

APPROVAL FOR AN OVERALL LIMIT OF RS. 2000 CRORES FOR MAKING INVESTMENT/GIVING LOAN/GUARANTEES/ PROVIDING SECURITIES IN TERMS OF SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such other approvals, consents and permissions as may be necessary, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall include any committee thereof and/or any person(s) authorized by the Board/such committee) to:

- a) to give loan to any person or other body corporate; or
- b) to give guarantee or provide security in connection with a loan made to any person or other body corporate; or
- c) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate

from time to time, as the Board may deem fit, even if the amount of such loans/guarantees/securities/investment together with the amount of loans/guarantees/securities/investment made, from time to time, exceeds the thresholds prescribed under Section 186 of the Companies Act, 2013 but does not exceed Rs. 2000 Crores (Rupees Two Thousand Crores only), at any point of time.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from

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time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.

“RESOLVED FURTHER THAT any acts, deeds and things already done in this regard, be and is hereby approved and ratified.”

ITEM NO. 6**APPROVAL TO REGULARIZE BORROWING LIMITS U/S 180 (1)(C) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable provisions of the Memorandum and Articles of Association of the Company, and subject to such consents and approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as “the Board” which term shall be deemed to include any Committee thereof) to borrow from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans/facilities obtained or to be obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid up Capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Company shall not at any time exceed Rs. 2000 Crores (Rupees Two Thousand Crores only) excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

“RESOLVED FURTHER THAT the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies borrowed or to be borrowed from time to time as to interest, repayment, security, or otherwise howsoever as they may think fit.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and things as may be necessary for giving effect to the above resolution.”

ITEM NO. 7**APPROVAL TO REGULARIZE CREATION OF CHARGE, MORTGAGE, HYPOTHECATION FOR BORROWINGS U/S 180 (1)(A) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

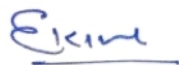
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“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof, read with the applicable provisions of the Memorandum and Articles of Association of the Company, and subject to such consents and approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as “the Board” which term shall be deemed to include any Committee thereof) be and are hereby authorised to create charges, mortgages, hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities, provided that the total amount of loans together with interest thereon, additional interest, compounded interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, shall not, at any time exceed Rs. 2000 Crores (Rupees Two Thousand Crores only).

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, writings and instruments as may be necessary, desirable or expedient for giving effect to this resolution.”

**By Order of the Board of Directors
FOR WOG TECHNOLOGIES LIMITED
(Formerly known as WOG Technologies Private Limited)**



Sunil Kumar
Managing Director
DIN – 03268659



Date: 23rd June, 2026

Place: Delhi

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Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The appointment of proxy shall be in Form MGT-11 (attached herewith) as “**Annexure A**”.

A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.

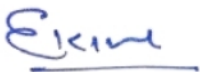
2. The relevant Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 in respect of the special business items (No.1,2,3,4,5,6&7) is annexed hereto.
3. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Notice is being sent through an e-mail to all the shareholders as on **17th July, 2026** who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent ('RTA').
6. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the attendance slip, which is annexed to the Notice as “**Annexure B**”. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
7. Members are requested to write their Client ID and Depository Participant ID on the attendance slip and bring their attendance slip to the venue of the Meeting.
8. Members may address their queries/communications, if any, at cs@woggroup.com.

Regd. Address: Unit No.204, Second Floor, Kirti Deep Building, Plot No. 3, DDA Retail Business Centre, Nangal Raya,
New Delhi-110046

Correspondence Address: 3rd Floor, Fortune Tower-1, Plot No. 406, Udyog Vihar, Phase-3, Gurugram - 122016
Tel: 0124-4807700 Email: info@woggroup.com, Web: www.woggroup.com

9. The Meeting is being called at a shorter notice subject to receipt of approval of the Members. The format for providing the consent for holding the EGM at shorter notice is annexed herewith and marked as “**Annexure-C**”. The consent is required to be provided before the EGM and be either delivered at either the registered office of the Company or at the venue of the meeting or through mail at cs@woggroup.com.
10. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2), a route map and prominent landmark for easy location to the venue of the Meeting is annexed to this Shorter Notice as “**Annexure-D**”.
11. All documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection at the Registered Office of the Company during normal business hours (8:30 a.m. to 5:30 p.m.) on all working days except Sundays, up to and including the date of the Extra Ordinary General Meeting of the Company.

By Order of the Board of Directors
FOR WOG TECHNOLOGIES LIMITED
(Formerly known as WOG Technologies Private Limited)



Sunil Kumar
Managing Director
DIN – 03268659



Date: 23rd June, 2026

Place: Delhi

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

ITEM NO. 1

The existing Articles of Association ("**Articles**") of the Company are proposed to be amended to align the same with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and other applicable laws in connection with the proposed Initial Public Offering ("**IPO**") of the equity shares of the Company.

The Securities and Exchange Board of India ("**SEBI**"), vide notification dated March 21, 2026, amended Regulation 17 of the SEBI ICDR Regulations to provide that where lock-in cannot be created on specified securities due to reasons such as pledge, freeze balance, safekeep balance or any other restriction recognised by the Depositories, such securities may be recorded by the Depositories as "**non-transferable**" for the applicable lock-in period. Thereafter, SEBI, vide Circular No. **HO/49/(17)2026-CFD-POD2/I/8965/2026 dated April 8, 2026**, prescribed the operational mechanism for implementation of the aforesaid framework and, inter alia, required issuers proposing an initial public offering to incorporate suitable enabling provisions in their Articles to facilitate compliance with the said regulatory requirements.

Accordingly, it is proposed to amend the Articles of the Company by inserting a new **Clause 89**, titled "**Lock-in of Equity Shares**", enabling the Company to issue necessary instructions to the Depositories for marking eligible pre-issue equity shares as "non-transferable" where lock-in cannot otherwise be created, and providing for the continued applicability of the lock-in restrictions in cases involving invocation or release of pledge, in accordance with Regulation 17 of the SEBI ICDR Regulations and the applicable circulars, notifications, operational guidelines and directions issued by SEBI and/or the Depositories from time to time.

The proposed alteration is intended solely to facilitate compliance with the applicable provisions of the SEBI ICDR Regulations and the regulatory framework governing the proposed IPO of the Company. The amendment does not alter or affect the rights of the existing shareholders except to the extent required under the applicable securities laws.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, alteration of the Articles of a company requires the approval of the Members by way of a Special Resolution.

A copy of the existing Articles of Association together with the proposed amended Articles incorporating the aforesaid amendment shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Extraordinary General Meeting and shall also be available for inspection at the venue of the Extraordinary General Meeting.

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None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors is of the opinion that the proposed alteration of the Articles is in the best interests of the Company and its shareholders and recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members.

ITEM NO. 2

The Members of the Company had previously approved the remuneration payable to Mr. Satyapal Singh (DIN:07401365), Executive Director of the Company. Considering the increased scale of the Company's operations, his continuing responsibilities, enhanced role in the management of the affairs of the Company and in order to align his remuneration structure with the Company's revised compensation framework, the Nomination and Remuneration Committee ("NRC") and the Board of Directors, at their respective meetings, reviewed and approved a variation in the terms of remuneration payable to Mr. Satyapal Singh.

While reviewing the remuneration payable to Mr. Satyapal Singh, the Nomination and Remuneration Committee and the Board of Directors also undertook a comprehensive review of the Company's remuneration framework. Accordingly, the remuneration structure has been suitably revised and aligned with the Company's updated compensation framework, prevailing industry practices and evolving employment regulations, including the principles underlying the proposed Labour Codes, wherever applicable. The revised remuneration structure has been designed to ensure greater rationalisation of the salary components while continuing to appropriately reflect the roles, responsibilities and contribution of Mr. Satyapal Singh.

Mr. Satyapal Singh has been associated with the Company in an executive leadership capacity and has played an important role in the operational management, business execution and implementation of the Company's strategic initiatives. The Board acknowledges his significant contribution towards the growth, development and efficient functioning of the Company's business operations.

Pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule V thereto, approval of the Members by way of Special Resolution is required for variation in the remuneration payable to an Executive Director and for payment of minimum remuneration in the event of absence or inadequacy of profits.

Accordingly, the approval of the Members is being sought for variation in the remuneration payable to Mr. Satyapal Singh for a period of three (3) years commencing from April 1, 2026 and ending on March 31, 2029 on the terms and conditions set out in the resolution forming part of this Notice.

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The revised remuneration package comprises salary, allowances, reimbursements, perquisites, benefits and other amenities, details whereof are provided in the resolution under Item No. 2 of the Notice.

The Board and the NRC are of the opinion that the revised remuneration is commensurate with the responsibilities entrusted upon Mr. Satyapal Singh, is in line with industry practices and is in the best interests of the Company.

The proposed remuneration shall be subject to the overall limits prescribed under Sections 197 and 198 of the Act. Further, in the event of absence or inadequacy of profits in any financial year during the period from April 1, 2026 to March 31, 2029, the remuneration specified in the resolution shall be payable to Mr. Satyapal Singh as minimum remuneration in accordance with the provisions of Schedule V to the Act and applicable statutory requirements.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members.

Except Mr. Satyapal Singh, Mr. Sunil Kumar (being his son) and their relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2.

Additional information as required under Section II of Part II of Schedule V to the Companies Act, 2013, to the extent applicable, forms part of this Explanatory Statement and shall be deemed to be the requisite disclosure for the purposes of the said provisions.

DISCLOSURES PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

1. Nature of Industry

The Company is engaged in the business of providing engineering, procurement, construction, operation and maintenance solutions in the areas of water, wastewater treatment, environmental management, waste-to-energy, renewable energy, sustainability and allied infrastructure sectors. The Company also undertakes domestic and international projects through its subsidiaries, associates, joint ventures and strategic business partners.

2. Date or Expected Date of Commencement of Commercial Production

The Company is an existing operating company and has been carrying on its business activities since its incorporation.

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3. In Case of New Companies, Expected Date of Commencement of Activities as per Project

Approved by Financial Institutions Appearing in the Prospectus

Not Applicable.

4. Financial Performance Based on Given Indicators

(₹ in Lakhs)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from Operations	16,543.09	8,218.24	6224.56
Other Income	92.29	63.61	139.52
Profit Before Tax	6,297.48	430.48	347.26
Profit After Tax	4,424.18	275.32	246.56
Net Worth	11,074.58	1,268.05	1282.78
EPS (₹)			
Basic	3.59	0.22	5.48
Diluted	3.59	0.22	5.48

5. Foreign Investments or Collaborations, if any

The Company has business operations and strategic commercial arrangements with overseas group entities and affiliates, including entities located in Singapore, Thailand, United Arab Emirates and the United States of America. Details of investments, joint ventures, subsidiaries, associates and collaborations are disclosed in the audited financial statements of the Company for the relevant financial year.

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details

Mr. Satyapal Singh (DIN:07401365) is an Executive Director of the Company and has been associated with the Company since January 15, 2016. He possesses significant experience in business operations, project execution, administration, commercial management and strategic business functions relevant to the Company's operations.

2. Past Remuneration

Mr. Satyapal Singh has been drawing remuneration as approved by the Board of Directors and Members of the Company from time to time in accordance with the provisions of the Companies Act, 2013.

3. Recognition or Awards

Mr. Satyapal Singh has contributed significantly towards the operational growth and development of the Company and has played an important role in strengthening the Company's business processes and project execution capabilities.

4. Job Profile and Suitability

As an Executive Director, Mr. Satyapal Singh is responsible for overseeing key operational functions, project execution activities, business administration and implementation of strategic

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initiatives of the Company. His experience and understanding of the Company's business and industry dynamics make him well suited for the position.

5. Remuneration Proposed

The remuneration proposed to be paid to Mr. Satyapal Singh is detailed in the resolution set out under Item No. 2 of the Notice and comprises salary, allowances, perquisites, benefits and other amenities aggregating to a Cost to Company (CTC) of ₹7,98,600 per annum, together with such perquisites and benefits as approved by the Members.

6. Comparative Remuneration Profile with Respect to Industry, Size of the Company, Profile of the Position and Person

The proposed remuneration has been determined after considering:

- the size and scale of operations of the Company;
- the nature of the industry in which the Company operates;
- responsibilities entrusted upon Mr. Satyapal Singh;
- remuneration levels prevailing in comparable companies; and
- the Company's remuneration policy.

The Board and the Nomination and Remuneration Committee are of the view that the proposed remuneration is reasonable, justified and commensurate with the duties and responsibilities entrusted to him.

7. Pecuniary Relationship Directly or Indirectly with the Company or Relationship with Managerial Personnel

Save and except the remuneration, allowances, perquisites and other benefits payable to him as an Executive Director of the Company and any shareholding held by him, if any, Mr. Satyapal Singh has no other pecuniary relationship, directly or indirectly, with the Company. Mr. Satyapal Singh is related to Mr. Sunil Kumar (DIN:03268659), Managing Director of the Company, being his father. Apart from the aforesaid relationship, he is not related to any other Director, Key Managerial Personnel or Promoter of the Company.

III. OTHER INFORMATION

1. Reasons for Loss or Inadequacy of Profits

The infrastructure, water, environmental and renewable energy sectors in which the Company operates are capital intensive and project driven in nature. The profitability of the Company may be impacted by project execution cycles, working capital requirements, market conditions, competitive pressures, regulatory developments and other business factors, which may result in inadequacy of profits in certain financial years.

2. Steps Taken or Proposed to be Taken for Improvement

The Company continues to focus on:

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- expansion of domestic and international operations;
- improvement in operational efficiencies;
- diversification of revenue streams;
- strengthening project execution capabilities;
- cost optimization measures;
- enhancement of technological capabilities; and
- prudent financial and risk management practices.

3. Expected Increase in Productivity and Profits in Measurable Terms

The Company expects improved operational efficiencies, growth in order book, enhanced project execution, increased market penetration and improved business performance over the coming years, which are expected to contribute positively to revenue growth and profitability.

IV. DISCLOSURES

The information and disclosures required under Section II of Part II of Schedule V to the Companies Act, 2013 relating to the remuneration payable to Mr. Satyapal Singh shall be included in the Board's Report and/or the Corporate Governance Report, wherever applicable, forming part of the financial statements for the relevant financial year.

The proposed remuneration payable to Mr. Satyapal Singh has been approved by the Nomination and Remuneration Committee and the Board of Directors and is being placed before the Members for approval by way of Special Resolution pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013.

ITEM NO. 3

The Members of the Company had previously approved the remuneration payable to Mr. Sunil Kumar (DIN:03268659), Managing Director of the Company. Upon a review of the existing remuneration structure and in line with the Company's revised remuneration framework, the Nomination and Remuneration Committee ("NRC") and the Board of Directors, at their respective meetings, approved a variation in the composition of the remuneration payable to Mr. Sunil Kumar.

The proposed variation is primarily intended to restructure and rationalise the various salary components so as to align the remuneration package with the Company's revised compensation framework, prevailing industry practices and evolving employment regulations, including the principles underlying the proposed Labour Codes, wherever applicable. The proposed revision does not result in any material increase in the overall annual remuneration/Cost to Company ("CTC") payable to Mr. Sunil Kumar, but merely revises the break-up and composition of the existing remuneration package.

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WOG TECHNOLOGIES LTD.

(Formerly known as WOG Technologies Private Limited)

(Process Technologies & Solutions)

(ISO 9001: 2015 & OHSMS 45001 :2018 Certified Company)

CIN No. U72900DL2010PLC209726

Mr. Sunil Kumar has been associated with the Company since incorporation and has played a pivotal role in the growth and expansion of the Company's business operations in India and overseas. Under his leadership, the Company has significantly strengthened its presence in the fields of water and wastewater treatment, environmental engineering, waste-to-energy, renewable energy, sustainability and infrastructure development. His strategic vision, industry expertise and leadership continue to contribute significantly towards the Company's operational excellence, business expansion and long-term growth.

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule V thereto, approval of the Members by way of Special Resolution is required for any variation in the terms of remuneration payable to a Managing Director and for payment of minimum remuneration in the event of absence or inadequacy of profits.

Accordingly, approval of the Members is being sought for variation in the remuneration payable to Mr. Sunil Kumar for a period of three (3) years commencing from April 1, 2026 and ending on March 31, 2029 on the terms and conditions set out in the resolution forming part of this Notice.

The revised remuneration package comprises salary, allowances, bonus/ex-gratia, reimbursement benefits, retirement benefits, perquisites, amenities and other benefits aggregating to a Cost to Company (CTC) of ₹49,50,132 per annum together with such perquisites and benefits as set out in the Resolution under Item No. 3 of the Notice.

The Board and the NRC are of the opinion that the proposed restructuring of the remuneration package is appropriate and reasonable, being in line with the Company's revised compensation framework and commensurate with the responsibilities entrusted upon Mr. Sunil Kumar.

The remuneration shall continue to remain subject to the overall limits prescribed under Sections 197 and 198 of the Act and other applicable provisions thereof. In the event of absence or inadequacy of profits in any financial year during the aforesaid tenure, the remuneration specified in the Resolution shall be payable as minimum remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

Except Mr. Sunil Kumar, Mr. Satyapal Singh (being his father) and their relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

Additional information as required under Section II of Part II of Schedule V to the Companies Act, 2013, to the extent applicable, is provided in the Annexure to this Explanatory Statement and shall be deemed to form part of this Notice.

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DISCLOSURES PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

1. Nature of Industry

The Company is engaged in the business of providing engineering, procurement, construction, operation and maintenance solutions in the areas of water, wastewater treatment, environmental management, waste-to-energy, renewable energy, sustainability and allied infrastructure sectors. The Company also undertakes domestic and international projects through its subsidiaries, associates, joint ventures and strategic business partners.

2. Date or Expected Date of Commencement of Commercial Production

The Company is an existing operating company and has been carrying on its business activities since its incorporation.

3. In Case of New Companies, Expected Date of Commencement of Activities as per Project Approved by Financial Institutions Appearing in the Prospectus

Not Applicable.

4. Financial Performance Based on Given Indicators

(₹ in Lakhs)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from Operations	16,543.09	8,218.24	6224.56
Other Income	92.29	63.61	139.52
Profit Before Tax	6,297.48	430.48	347.26
Profit After Tax	4,424.18	275.32	246.56
Net Worth	11,074.58	1,268.05	1282.78
EPS (₹)			
Basic	3.59	0.22	5.48
Diluted	3.59	0.22	5.48

5. Foreign Investments or Collaborations, if any

The Company has business operations and strategic commercial arrangements with overseas group entities and affiliates, including entities located in Singapore, Thailand, United Arab Emirates and the United States of America. Details of investments, joint ventures, subsidiaries, associates and collaborations are disclosed in the audited financial statements of the Company for the relevant financial year.

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details

Mr. Sunil Kumar (DIN:03268659) is the Managing Director of the Company and has been associated with the Company since Incorporation. He possesses extensive experience in the areas

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of business management, project execution, strategic planning, corporate leadership, international business development and infrastructure projects.

2. Past Remuneration

Mr. Sunil Kumar has been drawing remuneration as approved by the Board of Directors and Members of the Company from time to time in accordance with the provisions of the Companies Act, 2013.

3. Recognition or Awards

Mr. Sunil Kumar has played a significant role in the growth and expansion of the Company's domestic and international operations and has been instrumental in strengthening the Company's market position in the water, environmental, renewable energy and sustainability sectors.

4. Job Profile and Suitability

As Managing Director, Mr. Sunil Kumar is entrusted with the overall management and affairs of the Company, including strategic planning, business development, project execution, financial performance, corporate governance and operational oversight. Considering his experience, leadership qualities, industry expertise and understanding of the Company's business, the Board considers him eminently suitable for the position.

5. Remuneration Proposed

The remuneration proposed to be paid to Mr. Sunil Kumar is set out in Item No. 3 of the Notice and comprises salary, allowances, bonus/ex-gratia, retirement benefits, perquisites and other benefits aggregating to a Cost to Company (CTC) of ₹49,50,132 per annum together with such perquisites and benefits as detailed in the Resolution.

6. Comparative Remuneration Profile with Respect to Industry, Size of the Company, Profile of the Position and Person

The proposed remuneration has been determined after considering:

- the size, complexity and scale of operations of the Company;
- the nature of the infrastructure, environmental and sustainability sectors in which the Company operates;
- the responsibilities, duties and obligations attached to the office of Managing Director;
- remuneration practices prevailing in comparable companies;
- the qualifications, experience and leadership capabilities of Mr. Sunil Kumar; and
- the Company's remuneration policy.

The Board and the Nomination and Remuneration Committee are of the view that the proposed remuneration is reasonable, justified and commensurate with the duties and responsibilities entrusted to him.

7. Pecuniary Relationship Directly or Indirectly with the Company or Relationship with Managerial Personnel

Apart from the remuneration, allowances, perquisites and benefits payable to him as Managing Director and any shareholding held by him, if any, Mr. Sunil Kumar has no other pecuniary relationship with the Company. Mr. Sunil Kumar is related to Mr. Satyapal Singh (DIN: 07401365), Executive Director of the Company, being his son. Except as stated above, he is not related to any other Director, Key Managerial Personnel or Promoter of the Company.

III. OTHER INFORMATION**1. Reasons for Loss or Inadequacy of Profits**

The infrastructure, water, environmental and renewable energy sectors in which the Company operates are capital intensive and project driven in nature. The profitability of the Company may be impacted by project execution cycles, working capital requirements, market conditions, competitive pressures, regulatory developments and other business factors, which may result in inadequacy of profits in certain financial years.

2. Steps Taken or Proposed to be Taken for Improvement

The Company continues to focus on:

- expansion of domestic and international operations;
- improvement in operational efficiencies;
- diversification of revenue streams;
- strengthening project execution capabilities;
- cost optimization measures;
- enhancement of technological capabilities; and
- prudent financial and risk management practices.

3. Expected Increase in Productivity and Profits in Measurable Terms

The Company expects improved operational efficiencies, growth in order book, enhanced project execution, increased market penetration and improved business performance over the coming years, which are expected to contribute positively to revenue growth and profitability.

IV. DISCLOSURES

The information and disclosures required under Section II of Part II of Schedule V to the Companies Act, 2013 relating to the remuneration payable to Mr. Sunil Kumar shall be included in the Board's Report and/or the Corporate Governance Report, wherever applicable, forming part of the financial statements for the relevant financial year.

The proposed remuneration has been approved by the Nomination and Remuneration Committee and the Board of Directors and is being placed before the Members for approval by way of Special Resolution pursuant to the provisions of Sections 196, 197, 198 and Schedule V of the Companies

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Act, 2013 for a period of three years commencing from April 1, 2026 and ending on March 31, 2029.

ITEM NO. 4

The Company, in the ordinary course of its business, may from time to time provide financial assistance by way of loans, including loans represented by book debts, guarantees and/or securities to its subsidiaries, associate companies, joint ventures, group entities and other bodies corporate for meeting their operational requirements, capital expenditure programmes, project execution needs, business expansion plans, repayment of borrowings and other legitimate business purposes.

Pursuant to Section 185 of the Companies Act, 2013 ("Act"), a company is prohibited from directly or indirectly advancing any loan, including any loan represented by a book debt, or giving any guarantee or providing any security in connection with any loan taken by any person in whom any of the directors of the company is interested, except in accordance with the provisions of Section 185(2) of the Act.

Section 185(2) of the Act permits a company to advance loans, including loans represented by book debts, or provide guarantees or securities in connection with loans availed by any person in whom any director is interested, subject to approval of the members by way of a Special Resolution and subject to the condition that such loans are utilised by the borrowing entity for its principal business activities.

Considering the funding requirements of various group entities and bodies corporate covered under the provisions of Section 185 of the Act and with a view to supporting their business operations and growth initiatives, the Board of Directors, at its meeting held on 23rd June, 2026, approved, subject to the approval of the Members, the granting of loans, guarantees and/or securities, from time to time, to such entities within an overall limit not exceeding ₹2,000 Crores (Rupees Two Thousand Crores Only) outstanding at any point of time.

The proposed authorisation will provide operational flexibility to the Company to support the financial requirements of eligible entities and to respond promptly to business opportunities and funding requirements.

The relevant details as required under Section 185(2) of the Act are as under:

1. **Nature of transaction:** Grant of loans (including loans represented by book debts), giving of guarantees and/or provision of securities in connection with loans availed by eligible entities.
2. **Persons/Entities covered:** Any company, body corporate or person falling within the category of "persons in whom any director of the Company is interested" as specified under the Explanation to Section 185 of the Act.
3. **Maximum limit:** Rs. 2000 Crores (Rupees Two Thousand Crores only) in aggregate at any point of time.

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4. **Purpose:** For meeting working capital requirements, capital expenditure, repayment/refinancing of borrowings, project funding requirements, business expansion and other general corporate purposes of the recipient entities, provided such assistance is utilised only for their principal business activities.
5. **Terms and Conditions:** The specific terms and conditions, including tenure, security, pricing and other commercial terms, shall be determined by the Board of Directors or any Committee thereof from time to time in the best interests of the Company.

The Board confirms that any loan granted, guarantee given or security provided pursuant to this approval shall be utilised by the recipient entity only for its principal business activities as required under Section 185 of the Act.

The Board recommends the Special Resolution set out at Item no.04 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 04 of the Notice, except their shareholding, if any.

ITEM NO. 5

The Company continuously evaluates strategic investment opportunities and funding requirements of its subsidiaries, joint ventures, associate companies, group entities and other bodies corporate in order to support business growth, expansion, diversification and value creation.

Pursuant to Section 186 of the Companies Act, 2013 ("Act"), a company is required to obtain prior approval of the members by way of a Special Resolution where the aggregate of loans, investments, guarantees and securities exceeds the limits prescribed under Section 186 of the Act.

Considering the present and future business requirements of the Company and the need to provide financial flexibility for undertaking strategic investments and extending financial support to various entities as may be considered beneficial for the Company's business objectives, the Board of Directors proposes to authorise the Company to make loans, investments, provide guarantees and/or securities in excess of the limits specified under Section 186 of the Act.

Accordingly, approval of the Members is sought to authorise the Board of Directors to:

- a) give any loan to any person or body corporate;
- b) give any guarantee or provide security in connection with a loan made to any person or body corporate; and/or
- c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate

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up to an aggregate amount not exceeding ₹2,000 Crores (Rupees Two Thousand Crores Only), notwithstanding that such transactions together with the existing loans, investments, guarantees and securities may exceed the limits prescribed under Section 186 of the Act.

The proposed limit will enable the Company to undertake investments, provide financial assistance and support strategic business initiatives in a timely and efficient manner without seeking separate shareholder approval on each occasion.

The Board shall ensure that all loans granted pursuant to this approval shall carry an interest rate not lower than the prevailing yield of Government Securities corresponding to the tenor of the loan, as prescribed under Section 186 of the Act.

The proposed authority is considered necessary to facilitate efficient treasury management, strategic investments, expansion opportunities and business growth initiatives.

The Board of Directors recommends the Special Resolution set out at Item No. 05 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding interest, if any, in the Company or the recipient entities.

ITEM NO. 6&7

The Company requires adequate financial resources to support its business operations, capital expenditure programmes, project execution requirements, working capital needs, acquisitions, investments and future growth initiatives.

Pursuant to Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot borrow monies where the amount to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company without the approval of the Members by way of a Special Resolution.

Considering the scale of existing operations and future business opportunities, the Board considers it desirable to obtain the approval of the Members to authorise borrowing up to an aggregate amount of ₹2,000 Crores (Rupees Two Thousand Crores Only), outstanding at any point of time.

The borrowings may be availed from banks, financial institutions, mutual funds, foreign lenders, bodies corporate, multilateral agencies and/or any other eligible lenders through various instruments including term loans, working capital facilities, non-convertible debentures, external

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commercial borrowings and other debt instruments as may be considered appropriate by the Board.

Further, pursuant to Section 180(1)(a) of the Act, the Company may be required to create mortgages, charges, hypothecation or other encumbrances over its movable and/or immovable properties, assets, undertakings, receivables, investments, cash flows and other assets in favour of lenders or security trustees as security for such borrowings.

Since creation of such security interests may be regarded as disposal of the whole or substantially the whole of an undertaking of the Company within the meaning of Section 180(1)(a) of the Act, approval of the Members is required by way of a Special Resolution.

Accordingly, approval of the Members is sought:

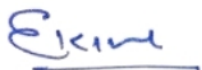
- i. under Section 180(1)(c) of the Act to authorise the Board of Directors to borrow monies from time to time up to an aggregate limit of ₹2,000 Crores (Rupees Two Thousand Crores Only); and
- ii. under Section 180(1)(a) of the Act to create such mortgages, charges, hypothecation, pledges and other encumbrances over the assets of the Company as may be required in connection with such borrowings.

The proposed authorisations will provide operational and financial flexibility to the Company and enable timely mobilisation of funds required for business growth and expansion.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 6 and 7 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 6 and 7 of the Notice, except to the extent of their shareholding interest, if any, in the Company.

By Order of the Board of Directors
FOR WOG TECHNOLOGIES LIMITED
(Formerly known as WOG Technologies Private Limited)



Sunil Kumar
Managing Director
DIN – 03268659



Date: 23rd June, 2026

Place: Delhi

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ANNEXURE TO NOTICE

Annexure A

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U72900DL2010PLC209726

Name of the company: WOG Technologies Limited (Formerly known as WOG Technologies Private Limited)

Registered office: Unit No.204, Second Floor, Kirti Deep Building, Plot No. 3, DDA Retail Business Centre, Nangal Raya, New Delhi-110046

Name of the member(s):

Registered address:

E-mail ID:

Folio No/ Client ID:

DP ID:

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name: _____ **Address:** _____

E-mail ID: _____ **Signature:** _____, or failing him

2. Name _____ **Address:** _____

E-mail Id _____ **Signature:** _____, or failing him

3. Name: _____ **Address:** _____

E-mail Id: _____ **Signature:** _____

as my/our proxy to attend and vote (through ballot) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, 27th July, 2026 at 11:00 a.m. at the registered office of the Company situated at Unit No.204, Second Floor, Kirti Deep Building, Plot No. 3, DDA Retail Business Centre, Nangal Raya, New Delhi-110046 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Particulars	Affix Re 1/- Revenue Stamp
Special Business		
1.	Approval for alteration in Articles of Association of the Company;	
2.	Approval for variation in the terms of remuneration of Mr. Satyapal Singh (DIN: 07401365), Director of the company;	

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3.	Approval for variation in the terms of remuneration Mr. Sunil Kumar (DIN: 03268659), Managing Director of the company;
4.	Approval of the loans given by company to other company in terms of the provisions of Section 185 of the companies act, 2013;
5.	Approval for an overall limit of Rs. 2000 crores for making Investment/Giving Loan/Guarantees/ Providing securities in terms of section 186 of the companies act, 2013
6.	Approval to regularize borrowing limits U/S 180 (1)(C) of the companies act, 2013
7.	Approval to regularize creation of charge, mortgage, hypothecation for borrowings u/s 180 (1)(a) of the companies act, 2013

Signed this ____ day of_____, 2026

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP

Name:	
Address:	
DP ID*	
Client ID*	
Folio No.	
No. of Shares held	

*Applicable for investors holding shares in electronic form.

1. I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held on Monday, 27th July, 2026 at 11:00 a.m. at the registered office of the Company situated at Unit No.204, Second Floor, Kirti Deep Building, Plot No. 3, DDA Retail Business Centre, Nangal Raya, New Delhi-110046.

2. Signature of the Shareholder/
Proxy Present

3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.

4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Notice for reference at the meeting.



WOG TECHNOLOGIES LTD.

(Formerly known as WOG Technologies Private Limited)

(Process Technologies & Solutions)

(ISO 9001: 2015 & OHSMS 45001 :2018 Certified Company)

CIN No. U72900DL2010PLC209726

Annexure C

Consent by Shareholder for shorter notice

[Pursuant to Section 101 of the Companies Act, 2013]

The Board of Directors

WOG Technologies Limited (Formerly known as WOG Technologies Private Limited)

Unit No.204, Second Floor, Kirti Deep Building, Plot No. 3,

DDA Retail Business Centre, Nangal Raya, New Delhi-110046

I/We, _____, Member of the Company holding _____ equity shares of the Company do and hereby give consent, pursuant to Section 101 of the Companies Act, 2013, to hold an Extra Ordinary General meeting of the Company on Monday, 27th July, 2026 at 11:00 a.m. at the Registered Office of the Company at Unit No.204, Second Floor, Kirti Deep Building, Plot No. 3, DDA Retail Business Centre, Nangal Raya, New Delhi-110046, at a shorter notice.

For and on behalf of

(Name of Shareholder)

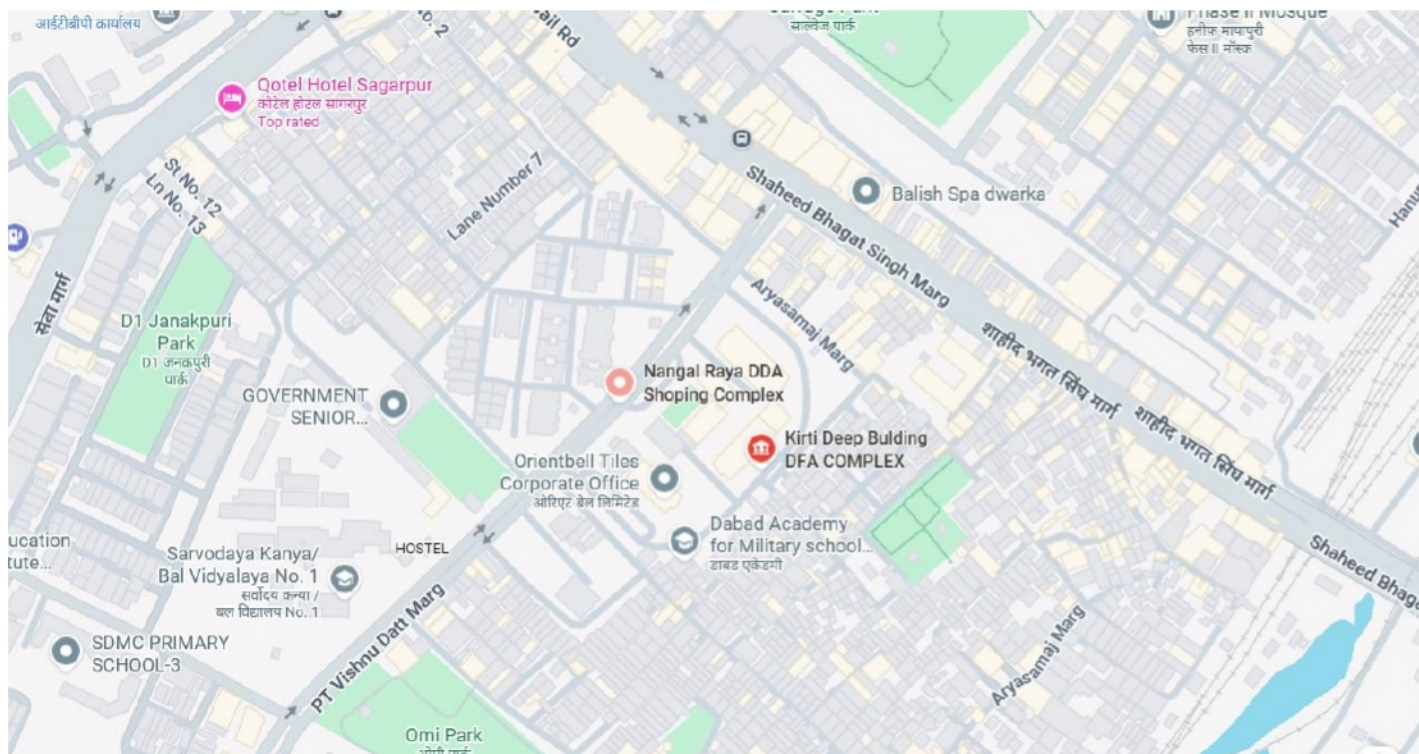
DP ID No. _____

Client ID No. _____

Regd. Address: Unit No.204, Second Floor, Kirti Deep Building, Plot No. 3, DDA Retail Business Centre, Nangal Raya, New Delhi-110046

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ROUTE MAP OF THE VENUE OF EXTRA-ORDINARY GENERAL MEETING OF WOG TECHNOLOGIES LIMITED (FORMERLY KNOWN AS WOG TECHNOLOGIES PRIVATE LIMITED)



WOG Technologies Limited (Formerly known as WOG Technologies Private Limited)

Venue: Unit No.204, Second Floor, Kirti Deep Building, Plot No. 3, DDA Retail Business Centre, Nangal Raya, New Delhi-110046

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