



# WOG TECHNOLOGIES LTD.

(Formerly known as WOG Technologies Private Limited)

**(Process Technologies & Solutions)**

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

CIN No. U72900DL2010PLC209726

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 16<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF WOG TECHNOLOGIES LIMITED (FORMERLY KNOWN AS WOG TECHNOLOGIES PRIVATE LIMITED) WILL BE HELD ON THURSDAY, OCTOBER 22, 2026, AT 10.00 A.M. (I.S.T), THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS: -

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### **ORDINARY BUSINESS:**

#### **ITEM NO. 1**

**(a) TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE INDEPENDENT AUDITORS THEREON**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, comprising the Standalone Balance Sheet as at March 31, 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income, if any), the Standalone Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, together with the Notes forming part thereof and the Reports of the Board of Directors and the Independent Auditors thereon, be and are hereby received, considered and adopted."

**(b) TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 TOGETHER WITH THE REPORT OF THE INDEPENDENT AUDITORS THEREON**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, comprising the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income, if any), the Consolidated Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, together with the Notes forming part thereof and the Independent Auditors' Report thereon, be and are hereby received, considered and adopted."

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

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

**ITEM NO. 2****TO APPOINT A DIRECTOR IN PLACE OF MR. SUNIL KUMAR (DIN: 03268659), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company and as per recommendation of Board of Directors ('Board') of the Company, Mr. Sunil Kumar (DIN:03268659), Managing Director of the Company, who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, as a Director liable to retire by rotation and his continuation as the Managing Director of the Company on the existing terms and conditions of appointment, duly approved by the members earlier, be and is hereby approved.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such deeds, things and acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution."

**SPECIAL BUSINESS:****ITEM NO. 3****REGULARIZATION OF MR. ABHINAV AGARWAL (DIN:07529284) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and approve the regularization of Mr. Abhinav Agarwal (DIN:07529284) as an Independent Director of the Company 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 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Abhinav Agarwal (DIN: 07529284), who was appointed as an Additional Independent Director of the Company with effect from 25<sup>th</sup> December, 2025 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, consent to act as a Director, declaration that he is not disqualified from being appointed as a Director under the Act and declaration confirming that he meets the criteria of independence prescribed under

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Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (05) consecutive years.

**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 to take all such steps as may be necessary, proper or expedient to give effect to this resolution and to comply with all applicable statutory requirements in this regard."

## ITEM NO. 4

### **APPOINTMENT OF M/S. NITIN BHATIA & CO., PRACTICING COMPANY SECRETARIES, DELHI (FCS: 10285, COP NO.:12902) AS SECRETARIAL AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ("Board"), consent of the members of the Company be and is hereby accorded to appoint M/s. Nitin Bhatia & Co., Practicing Company Secretaries, Delhi (FCS: 10285, COP No.:12902) as Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from Financial Year 2026-27 till Financial Year 2030-31 to conduct a Secretarial Audit of the Company, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.

**RESOLVED FURTHER THAT** any of the Directors/KMP of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable, or expedient to give effect to this resolution."

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

**Hitesh Kapoor  
Company Secretary & Compliance Officer  
Membership No.: A51937**

**Date:** 26<sup>th</sup> September, 2026

**Place:** Delhi

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**Notes:**

1. *The Company had made an application for extension of time for holding the Annual General Meeting ("AGM") for the financial year ended March 31, 2026, vide SRN AC5875780 dated September 07, 2026. Pursuant thereto, the Ministry of Corporate Affairs, Office of the Registrar of Companies, Delhi I ("ROC"), vide its order dated September 15, 2026, has granted an extension of three months for holding the AGM, other than the first AGM, for the financial year ended March 31, 2026, in accordance with the applicable provisions of the Companies Act, 2013 ("Act").*

*Accordingly, the AGM is being convened within the extended period so granted by the ROC.*

2. **THE COMPANY IS IN THE PROCESS OF PURSUING THE LISTING OF ITS SECURITIES ON THE STOCK EXCHANGE(S). ACCORDINGLY, WITH A VIEW TO ENSURING PREPAREDNESS FOR THE PROPOSED LISTING AND MAINTAINING APPROPRIATE STANDARDS OF CORPORATE GOVERNANCE, THE COMPANY HAS VOLUNTARILY ADOPTED AND IS COMPLYING WITH THE APPLICABLE PROVISIONS AND REQUIREMENTS PRESCRIBED FOR LISTED ENTITIES, TO THE EXTENT CONSIDERED RELEVANT AND APPLICABLE TO THE COMPANY.**

3. The Ministry of Corporate Affairs (MCA'), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2024 dated September 19, 2024, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Act and MCA Circulars, the 16<sup>th</sup> AGM of the Company is being held through VC/OAVM on Thursday, October 22, 2026, at 10:00 a.m. (I.S.T.) The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company.

4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS, THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.**

**ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, PURSUANT TO SECTION 112 AND 113 OF THE ACT, AUTHORISED REPRESENTATIVES OF THE MEMBERS MAY BE APPOINTED FOR THE PURPOSE OF VOTING THROUGH REMOTE E-VOTING,**

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**PARTICIPATION IN THE 16<sup>TH</sup> AGM THROUGH VC/OAVM FACILITY AND E-VOTING DURING THE 16<sup>TH</sup> AGM.**

5. Institutional/corporate shareholders (i.e., other than individuals, HUF, NRIs, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered e-mail address to [nitinbhatia90@gmail.com](mailto:nitinbhatia90@gmail.com).
6. Notice of 16<sup>th</sup> AGM along with the Annual Report for the FY 2025-26, is being sent electronically to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (RTA)/Depositories/Depository Participants (DPs), in compliance with the applicable provisions of the Companies Act, 2013 and the circulars issued by the Ministry of Corporate Affairs from time to time. The Members may note that the Notice of 16<sup>th</sup> AGM along with the Annual Report for the FY 2025-26 will also be available on the website of the Company at <https://www.woggroup.com>, and also on the website of the Company's Registrar and Share Transfer Agent (RTA) i.e. Bigshare Services Private Limited at <https://ivote.bigshareonline.com>.
7. The Members who have not yet registered/updated their email addresses are requested to register/update the same with their DPs in case the shares are held by them in electronic form and with the Company's Registrar and Share Transfer Agent (RTA) i.e. Bigshare Services Private Limited in case the shares are held by them in physical form.
8. The Members can join the AGM through VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility for participation in the AGM through VC/OAVM will be made available to all the registered Members of the Company. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Since the AGM will be held through VC/OAVM facility, the route map of the venue is not annexed to this notice.
11. In case of joint holder(s), the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date are entitled to vote.

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**12.** Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document(s).

**13. Nomination facility:** As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded from the Company's website at <https://www.woggroup.com>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) in case the shares are held in physical form, quoting their folio no(s).

**14.** Non-Resident Indian Members are requested to inform Company / RTA immediately of:

- i. Change in their residential status upon return to India for permanent settlement.
- ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

**15.** The Company is concerned about the environment and utilizes natural resources in a sustainable way. For Members whose email addresses are not registered with the Company, Registrar, or Depository Participant (DP), a physical letter is being sent along with a QR Code linking to the Company's website, from where the Annual Report for 2025-2026 may be accessed. The Members who require communication in physical form, in addition to electronic mode, may write to the Company at [cs@woggroup.com](mailto:cs@woggroup.com) or raise request with the RTA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).

**16.** To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.

**17.** The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act'), setting out the material facts concerning the special business with respect to items (No.3&4) forms part of this Notice.

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18. Brief profile and other additional information pursuant to Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors, liable to retire by rotation and seeking re-appointment at the AGM, is furnished in “Annexure I” to this Notice.
19. The Register of Directors and Key Managerial Personnel and their shareholding, under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and all documents referred to in this Notice and accompanying Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection of the Members from the date of circulation of this Notice upto the date of AGM i.e. Thursday, October 22, 2026. Members seeking to inspect, can send an e-mail to Secretarial Department of the Company at [cs@woggroup.com](mailto:cs@woggroup.com).
20. All documents referred to in this Notice will also be available electronically for inspection on all working days during business hours between 11:00 a.m. (IST) to 05:00 p.m. (IST), from the date of dispatch of this Notice up to the date of AGM, in accordance with the applicable statutory requirements, without any fee to be paid by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@woggroup.com](mailto:cs@woggroup.com) from their registered email address along with details of their Folio Number/ DP ID and Client ID.
21. **The business set out in the notice will be transacted through electronic voting system (e-Voting) and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-Voting are as under:**
  - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, and the Companies (Management and Administration) Rules, 2014, as amended from time to time in relation to e-Voting facility, the Company is pleased to provide to its Members the facility to cast their votes electronically, through e-Voting, on all the resolutions set forth in this notice. The instructions for e-Voting are given below. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (‘remote e-Voting’).
  - ii. The Company has engaged Bigshare Services Private Limited for facilitating e-Voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by our RTA i.e., Bigshare Services Private Limited.
  - iii. However, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process.

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- iv. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. The Members are advised to update their mobile number and e-mail ID with their DPs to access the e-Voting facility.
- v. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.
- vi. The remote e-Voting period commences on Monday, October 19, 2026, from 09.00 A.M. (IST) and ends on Wednesday, October 21, 2026, at 05.00 P.M. (IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Thursday, October 15, 2026, may cast their votes electronically. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The remote e-Voting module shall be blocked for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- vii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / Beneficial owner (in case of electronic shareholding) as on the cutoff date i.e., Thursday, October 15, 2026. In other words, a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-Voting and voting during the AGM.
- viii. Any Member holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date i.e., Thursday, October 15, 2026, such Member may temporarily get their email id registered with the Company's Registrar and Share Transfer Agent i.e., Bigshare Services Private Limited, by clicking the link <https://bigshareonline.com/InvestorRegistration.aspx> and following the registration process as guided thereafter post successful registration of the email, the members would get a confirmation on their email id. In case of any queries, member may contact Company's Registrar and Share Transfer Agent, i.e. Bigshare Services Private Limited through [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
- ix. In case of Individual Members holding shares in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the notice and holding shares as of the cut-off date may follow steps mentioned under "Login method for remote e-Voting" and "joining virtual meeting for Individual Members holding securities in demat mode".

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- x. The Board of Directors of the Company has appointed Mr. Nitin Bhatia, Proprietor of M/s. Nitin Bhatia & Co., Practicing Company Secretaries, Delhi (FCS: 10285, COP No.:12902), as the scrutinizer to scrutinise the remote e-Voting and voting at the AGM in a fair and transparent manner. They had communicated their willingness to be appointed and will be available for the same.
- xi. The Scrutinizer(s), immediately after the conclusion of voting, shall unblock the votes cast through remote e-voting, in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer's decision on the validity of the Meeting shall be final.
- xii. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report to the Chairperson, or any other person authorised by him. The results of the Meeting will be announced not later than two working days of conclusion of the voting through Meeting, i.e. on or before Saturday, October 24, 2026. The said results will be displayed on the notice board at the registered office of the Company. Additionally, the results will also be uploaded on the Company's website at <https://www.woggroup.com> and on the website of RTA. The last date of e-Voting, i.e. October 21, 2026, till 05.00 P.M. (IST) shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

- i. The voting period begins on Monday, October 19, 2026, from 09.00 A.M. (IST) and ends on Wednesday, October 21, 2026, at 05.00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, October 15, 2026, may cast their vote electronically. The e-voting module shall be disabled by **BIGSHARE** for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- iv. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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1. Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders                                                      | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
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| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing myeasi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol> |

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Correspondence Address: 3<sup>rd</sup> Floor, Fortune Tower-1, Plot No. 406, Udyog Vihar, Phase-3, Gurugram - 122016  
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|                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p> | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you</li> </ol> |
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|                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                               | will be re-directed to <b>i-vote (E-voting website)</b> for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type                                                                | Helpdesk details                                                                                                                                                                                                            |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 48867000.                                              |

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on your register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

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- b) Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID followed by 8 Digit Client ID** as user id.
- c) Shareholders holding shares in **physical form** should enter **Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.  
**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.  
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.

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- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.  
**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.  
*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First, you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
  - a) Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
  - b) Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

**Note:** The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

### **Investor vote File Upload:**

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

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**Helpdesk for queries regarding e-voting:**

| Login type                                                                                     | Helpdesk details                                                                                                                                                                                                                                                                                                                                                                                     |
|------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 022-62638338 |

**4. Procedure for joining the AGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on "**VOTE NOW**" "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK**" option.
- Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM are as under: -**

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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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

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22, 022-62638338.

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

Hitesh Kapoor  
Company Secretary & Compliance Officer  
Membership No.: A51937

**Date:** 26<sup>th</sup> September, 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. 3**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its Meeting held on 25<sup>th</sup> December, 2025, appointed Mr. Abhinav Agarwal (DIN: 07529284) as an Additional Director in the category of an Independent Director of the Company with effect from 25<sup>th</sup> December, 2025, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Articles of Association of the Company.

In accordance with the provisions of Section 161 of the Act, Mr. Abhinav Agarwal holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as an Independent Director of the Company.

The Company has received from Mr. Abhinav Agarwal:

- a. Consent in writing to act as a Director in Form DIR-2 pursuant to Section 152 of the Act;
- b. Intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- c. A declaration pursuant to Section 149(7) of the Act confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and that he is independent of the management of the Company;
- d. Confirmation regarding inclusion of his name in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA) in accordance with the Companies (Appointment and Qualification of Directors) Rules, 2014;
- e. Confirmation that he satisfies the conditions specified under the Act, the Rules made thereunder for appointment as an Independent Director; and
- f. A notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company.

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The Nomination and Remuneration Committee and the Board have considered and evaluated the qualifications, professional experience, expertise, skills, integrity and independence of Mr. Abhinav Agarwal and are satisfied that he possesses the requisite competencies, experience and capabilities necessary to effectively discharge his duties as an Independent Director.

### **Justification for Appointment**

The Company is engaged in diverse business activities requiring strong governance oversight, strategic guidance and independent judgment. The Board believes that the appointment of Mr. Abhinav Agarwal as an Independent Director will strengthen the governance framework of the Company and provide valuable guidance in the areas of business strategy, finance, project management, risk management, corporate governance and regulatory compliance.

Considering his professional experience, industry knowledge, leadership capabilities and understanding of business operations, the Board is satisfied that Mr. Abhinav Agarwal's association would significantly benefit the Company and its stakeholders.

### **Skills and Capabilities Identified by the NRC**

The NRC has identified, inter alia, the following core skills, expertise and competencies required for the Board:

- Corporate governance and regulatory compliance;
- Strategic planning and business development;
- Financial and commercial acumen;
- Risk management and internal controls;
- Leadership and organizational development;
- Project management and execution;
- Industry knowledge and operational expertise;
- Sustainability and stakeholder management.

Based on its evaluation, the Nomination and Remuneration Committee has concluded that Mr. Abhinav Agarwal possesses several of the aforesaid competencies, particularly in the areas of strategic management, business operations, project implementation, financial oversight and corporate governance, which complement the existing skill set available on the Board.

Based on the recommendation of the Nomination and Remuneration Committee and after considering his qualifications, professional experience, integrity, independence and the above competencies, the Board is of the opinion that Mr. Abhinav Agarwal fulfils the conditions specified under Sections 149, 150 and 152 of the Act read with Schedule IV, required for appointment as an Independent Director of the Company. His appointment will further strengthen the Company's governance framework and contribute meaningfully towards the strategic direction, regulatory oversight and sustainable growth of the Company.

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Approval of the Members is being sought for the regularization of Mr. Abhinav Agarwal as an Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years.

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

Except Mr. Abhinav Agarwal and his relatives, 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.

### **ANNEXURE TO ITEM NO. 3**

**Additional information pursuant to the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India forms part of the Annexure to the Notice convening the Annual General Meeting.**

|                                                            |                                                                                                                                                                                                                                              |
|------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of Director</b>                                    | Mr. Abhinav Agarwal                                                                                                                                                                                                                          |
| <b>Designation</b>                                         | Additional Independent Director                                                                                                                                                                                                              |
| <b>DIN</b>                                                 | 07529284                                                                                                                                                                                                                                     |
| <b>Date of Birth &amp; Age</b>                             | January 29, 1993 & 32 years                                                                                                                                                                                                                  |
| <b>Qualifications</b>                                      | BCOM & Company Secretary (CS)                                                                                                                                                                                                                |
| <b>Experience / expertise in specific functional areas</b> | More than 10 years of professional experience in corporate laws, secretarial practice, corporate governance, regulatory compliance, finance, business valuation and strategic advisory.                                                      |
| <b>Date of first appointment on the Board</b>              | December 25, 2025 (as an Additional Independent Director)                                                                                                                                                                                    |
| <b>Number of equity shares held in the Company</b>         | Nil                                                                                                                                                                                                                                          |
| <b>Terms and Conditions of Appointment</b>                 | Proposed to be appointed as an Independent Director for a first term of five (05) consecutive years, not liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013 and other applicable provisions, if any. |
| <b>Remuneration/Sitting Fees last drawn</b>                | Sitting fees of ₹15,000/- per month.                                                                                                                                                                                                         |
| <b>Remuneration Proposed to be Paid</b>                    | Sitting fees, reimbursement of expenses and such other remuneration as may be approved by the Board within the limits prescribed under the Companies Act, 2013 and applicable laws.                                                          |

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|                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-----------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>No. of Board meetings attended during the FY 2025-26</b>                                                                 | 04 (Four)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Relationship with other Directors, Manager, KMP of the company</b>                                                       | Not related to any Director, Manager or Key Managerial Personnel of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Board membership of other Companies as on 31<sup>st</sup> March, 2026 (Listed/ Unlisted)</b>                             | <b>As on 31<sup>st</sup> March, 2026:</b><br><br>Directorships held in other Companies - <b>Nil</b><br>Designated Partner- <b>Atulya Corporate Advisors LLP</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31<sup>st</sup> March, 2026</b> | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Listed entities from which the person has resigned in the past three years</b>                                           | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Skills and capabilities required for the role and the manner in which the proposed appointee meets such requirements</b> | The Board is of the view that Mr. Abhinav Agarwal possesses significant professional expertise in the areas of corporate laws, regulatory compliance, secretarial functions, corporate governance, finance and business valuation, supported by over 10 years of diverse professional experience. His strong understanding of statutory and regulatory frameworks, financial analysis, risk management and governance practices enables him to provide independent judgment and valuable insights to the Board. The Board believes that his knowledge, professional competence and experience will strengthen the Company's governance framework and contribute effectively towards strategic decision-making, regulatory oversight and sustainable business growth. |
| <b>Justification for appointment</b>                                                                                        | The Board is of the opinion that his appointment would strengthen the corporate governance framework and provide independent oversight and strategic guidance to the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Pecuniary Relationship Directly or Indirectly with the Company or Relationship with Managerial Personnel</b>             | Except for sitting fees and reimbursement of expenses payable in his capacity as an Independent Director, he has no other pecuniary relationship with the Company, its promoters, Directors, Key Managerial Personnel or their relatives.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

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

|                                                            |                                                                                                                                                         |
|------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Whether included in Independent Directors' Databank</b> | Registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA).                                     |
| <b>Declaration of Independence</b>                         | The Company has received declarations under Section 149(7) of the Companies Act, 2013 confirming that he meets the prescribed criteria of independence. |

The Board is satisfied that Mr. Abhinav Agarwal possesses integrity, expertise, experience and proficiency required for appointment as an Independent Director and fulfils the conditions specified under the Companies Act, 2013.

## **ITEM NO. 4**

Pursuant to the provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors recommended to the members of the Company for appointment of M/s. Nitin Bhatia & Co., Practicing Company Secretaries, Delhi (FCS: 10285, COP No.: 12902), as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Act for a term of five consecutive years to carry out the Secretarial Audit of the Company from the financial year 2026-27 up to the financial year 2030-31 and to fix their remuneration subject to approval of the Members.

M/s. Nitin Bhatia & Co. is a reputed Practicing Company Secretaries firm registered with the Institute of Company Secretaries of India (ICSI). The firm has more than ten years of experience in the field of Company Law, SEBI (LODR), 2015 and Intellectual Property Rights (IPR) based in Delhi.

The firm provides its services of entire spectrum of Secretarial work & Company Law matters to listed and unlisted Companies. They have given their consent to act as Secretarial Auditor and confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder. The Board believes that their experience of conducting Secretarial Audit of listed companies and large companies and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the applicable laws.

The proposed fees in connection with the secretarial audit shall be Rs. 65,000/- (Rupees Sixty-Five Thousand Only) per annum, mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor subject to annual increment as may be approved by the Board from time to time. In addition to the secretarial audit, M/s. Nitin Bhatia & Co. shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

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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

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the above Resolution set out in Item No.4 of this Notice.

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

Hitesh Kapoor  
Company Secretary & Compliance Officer  
Membership No.: A51937

**Date:** 26<sup>th</sup> September, 2026

**Place:** Delhi

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Raya, New Delhi-110046

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**Details of Director who retires by rotation and being eligible, offers himself for reappointment, as required pursuant to provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:**

|                                                                                                                             |                                                                                                                                                                                                      |
|-----------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of Director</b>                                                                                                     | Mr. Sunil Kumar                                                                                                                                                                                      |
| <b>Designation</b>                                                                                                          | Managing Director                                                                                                                                                                                    |
| <b>DIN</b>                                                                                                                  | 03268659                                                                                                                                                                                             |
| <b>Date of Birth &amp; Age</b>                                                                                              | 06/09/1973 & 52 years                                                                                                                                                                                |
| <b>Qualifications</b>                                                                                                       | Environmental Engineer (Master degree) from Shivaji University, India                                                                                                                                |
| <b>Experience / expertise in specific functional areas</b>                                                                  | Having an overall experience of more than 20 years into waste water treatment industry and the operations pertaining to it.                                                                          |
| <b>Date of first appointment on the Board</b>                                                                               | Since incorporation-22/10/2010                                                                                                                                                                       |
| <b>Number of equity shares held in the Company</b>                                                                          | 108395675 Equity Shares                                                                                                                                                                              |
| <b>Date of Appointment/Re-appointment in Current Term</b>                                                                   | He has been appointed as Managing Director w.e.f. from 01 <sup>st</sup> April, 2025 for a period of 05 consecutive years                                                                             |
| <b>Terms and Conditions of Re-appointment</b>                                                                               | Re-appointment as a Director liable to retire by rotation.                                                                                                                                           |
| <b>Remuneration/Sitting Fees last drawn</b>                                                                                 | Rs. 4,12,511 /- (per month)                                                                                                                                                                          |
| <b>Remuneration Proposed to be Paid</b>                                                                                     | As approved by the Members from time to time and within the limits approved under applicable provisions of the Companies Act, 2013.                                                                  |
| <b>No. of Board meetings attended during the FY 2025-26</b>                                                                 | 19                                                                                                                                                                                                   |
| <b>Relationship with other Directors, Manager, KMP of the company</b>                                                       | Son of Mr. Satyapal Singh, Director of the Company                                                                                                                                                   |
| <b>Board membership of other Companies as on 31<sup>st</sup> March, 2026 (Listed/ Unlisted)</b>                             | 1. ASR Water Solutions Private Limited<br>2.WOG Greencoal Private Limited (Formerly known WOG Infra Private Limited)<br>3. Bell Cooling Towers Private Limited<br>4. WOG Carbonloops Private Limited |
| <b>Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31<sup>st</sup> March, 2026</b> | NA                                                                                                                                                                                                   |
| <b>Pecuniary relationship directly or indirectly with the company or</b>                                                    | Mr. Sunil Kumar has been appointed as a Managing Director                                                                                                                                            |

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|                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>relationship with the managerial personnel, if any</b>                                                                   | <p>(Promoter/Executive) of the Company w.e.f. 01<sup>st</sup> April, 2025 and drawing remuneration from the Company.</p> <p>Further, Mr. Sunil Kumar is a son of Mr. Satyapal Singh, who is also a Director of the Company. Except for the aforesaid relationship, he has no other relationship with any Director, Key Managerial Personnel or Manager of the Company.</p> |
| <b>Listed entities from which the person has resigned in the past three years</b>                                           | Nil                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Skills and capabilities required for the role and the manner in which the proposed appointee meets such requirements</b> | <p>The Board is of the view that Mr. Sunil Kumar possesses extensive experience, leadership skills, industry knowledge and strategic vision, which are beneficial to the Company and enable him to effectively discharge his duties as a Director.</p>                                                                                                                     |

## **Brief Profile:**

Mr. Sunil Kumar is an experienced professional with significant expertise in the areas of waste water treatment industry and the operations pertaining to it. He has played a key role in the growth and development of the Company and has been instrumental in formulating and implementing its business strategies. The Board considers his continued association with the Company to be in the best interests of the Company and its stakeholders.

The Board of Directors recommends the Ordinary Resolution set out at **Item No. 2** of the Notice for approval of the Members.

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