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 FRIDAY THE 13TH DAY OF NOVEMBER, 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

SUB-DIVISION OF EQUITY SHARES AND CONSEQUENTIAL ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned statutory, regulatory and other authorities, the consent and approval of the Members of the Company be and is hereby accorded to sub-divide each of the existing 12,35,90,700 (Twelve Crore Thirty-Five Lakh Ninety Thousand Seven Hundred) fully paid-up equity shares of the Company having a face value of Rs.10/- (Indian Rupees Ten Only) each into 2 (Two) equity shares having a face value of Rs.5/- (Indian Rupees Five Only) each, such that the total number of equity shares of the Company shall stand increased from 12,35,90,700 (Twelve Crore Thirty-Five Lakh Ninety Thousand Seven Hundred) equity shares of Rs.10/- (Indian Rupees Ten Only) each to 24,71,81,400 (Twenty-Four Crore Seventy-One Lakh Eighty-One Thousand Four Hundred) equity shares of Rs.5/- (Indian Rupees Five Only) each, without any change in the aggregate amount of the issued, subscribed and paid-up equity share capital of the Company.

"RESOLVED FURTHER THAT, consequent upon the aforesaid sub-division of the equity shares of the Company, the consent and approval of the Members be and is hereby accorded for the consequential alteration of Clause V of the Memorandum of Association of the Company by substituting the existing Clause V with the following clause:

"V. The Authorised Share Capital of the Company is Rs.1,60,00,00,000/- (Indian Rupees One Hundred and Sixty Crores Only) divided into 32,00,00,000 (Thirty-Two Crore) Equity Shares of Rs.5/- (Indian Rupees Five Only) each."

"RESOLVED FURTHER THAT, upon the sub-division becoming effective, the existing issued, subscribed and paid-up equity share capital of the Company comprising 12,35,90,700 (Twelve Crore Thirty-Five Lakh Ninety Thousand Seven Hundred) fully paid-up equity shares of Rs.10/-(Indian Rupees Ten Only) each, aggregating to Rs.1,23,59,07,000/- (Indian Rupees One Hundred and Twenty-Three Crores Fifty-Nine Lakhs Seven Thousand Only), shall stand sub-divided into 24,71,81,400 (Twenty-Four Crore Seventy-One Lakh Eighty-One Thousand Four Hundred) fully paid-up equity shares of Rs.5/-(Indian Rupees Five Only) each, aggregating to Rs.1,23,59,07,000/-(Indian Rupees One Hundred and Twenty-Three Crores Fifty-Nine Lakhs Seven Thousand Only), without any change in the aggregate amount of the issued, subscribed and paid-up equity share capital of the Company.

"RESOLVED FURTHER THAT upon the sub-division becoming effective, the Board of Directors of the Company be and is hereby authorised to determine the Record Date/Effective Date, if considered necessary, in consultation with the Registrar and Share Transfer Agent and the Depositories, as may be applicable, for the purpose of giving effect to the aforesaid sub-division of equity shares, and to undertake all necessary corporate actions in this regard."

"RESOLVED FURTHER THAT, upon the sub-division becoming effective, the sub-divided equity shares shall be credited to the respective beneficiary accounts of the shareholders maintained with their respective Depository Participants, in lieu of the existing equity shares held by them, in accordance with the applicable laws and procedures prescribed by the Depositories.

"RESOLVED FURTHER THAT, the equity shares of Rs.5/-(Indian Rupees Five Only) each resulting from the aforesaid sub-division shall rank pari passu in all respects with one another, including with respect to dividend, voting rights and other corporate benefits, and shall be subject to the same terms and conditions as applicable to the existing fully paid-up equity shares of the Company, save and except for the change in their face value pursuant to the aforesaid sub-division.

"RESOLVED FURTHER THAT, Directors of the Company be and are hereby severally authorized to take all the steps for giving effect to the aforesaid resolution, including making of necessary applications and / or filing necessary forms with the Registrar of Companies or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and which it may deem fit in the interest of the Company.

"RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

ITEM NO. 2

RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING

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 the resolution passed by the Shareholders of the Company on September 25, 2025 and pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India ("**GOI**"), Securities Exchange Board of India ("**SEBI**") or Reserve Bank of India ("**RBI**"), Department for Promotion of Industry and Internal Trade ("**DPIIT**") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed ("**the Stock Exchanges**"), and subject to any approvals from the GOI, the Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi ("**ROC**"), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India ("**DEA**"), Ministry of Commerce and Industry, Government of India, DPIIT, and all other appropriate statutory authorities and departments (the "**Regulatory Authorities**"), and such other approvals, consents, waivers, permissions and sanctions and subject to satisfaction of such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the members be and is hereby accorded to the Board of Directors of the Company to create, issue, transfer, offer and allot such number Equity Shares of face value Rs.5/-(Indian Rupees Five Only) each of by way of a fresh issue of Equity Shares by the Company (the "**Fresh Issue**") and/or an offer for sale of Equity Shares by certain existing and eligible shareholders of the Company (the "**Selling Shareholders**", and such offer for sale, the "**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"), such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹1,200 Crore and number of shares being issued pursuant to the Offer for Sale aggregates up to 1,00,00,000 Equity Shares (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer, for the purpose of

rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), subject to the prevailing market conditions and other relevant factors on such terms and conditions, in such manner and during such period, to such person or persons as may be permitted by and in accordance with Applicable Laws, at a price to be determined in consultation with the Book Running Lead Managers appointed in respect of the Offer ("**BRLMs**"), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such par, premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, which shall include, without limitation, the right to dispose of the unsubscribed portion and any green shoe option of up to a certain number of Equity Shares ("**Green Shoe Option**") to such persons who may or may not be the members of the Company as the Board may at its discretion decide in consultation with the BRLM's and as may be permissible, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "**Investors**") by way of the Issue in consultation with the BRLMs and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with the stock exchanges an oversubscription, to the extent of 1% of the net Offer to the public may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.

"**RESOLVED FURTHER THAT** in accordance with Applicable Laws, the Board be and is hereby also authorized on behalf of the Company to make available for allocation a portion of the offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, of eligible employees (the "**Reservation**") or to provide a discount to the offer price to retail individual bidders or eligible employees (the "**Discount**"); and to take any and all actions in connection with any

Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing

"**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to allot such number of Equity Shares as may be decided by it, as permitted under Applicable Laws, to certain investors prior to filing of the red herring prospectus with SEBI ("**Pre-IPO Placement**"), at such other price as the Board may, determine, in consultation with the BRLMs, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-IPO Placement, the size of the Fresh Issue would be reduced to the extent of Equity Shares issued under Pre-IPO Placement.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the offer, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares on the Stock Exchanges.

"**RESOLVED FURTHER THAT** the Equity Shares issued or transferred pursuant to the offer shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

"**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any transfer of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the BRLMs, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be transferred, the number of Equity Shares to be transferred, offer price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Issue, offer/ transfer of

the Equity Shares and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.

"**RESOLVED FURTHER THAT** subject to compliance with Applicable Laws, such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

"**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things, as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

"**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions."

ITEM NO. 3

APPROVAL FOR CLOSURE OF PREVIOUS LETTER OF OFFER DATED 30TH APRIL, 2025, APPROVED IN THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD ON 02ND MAY, 2025

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 42(5) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded to withdraw and abandon the unutilised portion of the private placement offer letter dated 30th April, 2025, issued pursuant to the special resolution passed by the Members of the Company at the Extra-Ordinary

General Meeting held on 02nd May, 2025, in respect of the proposed preferential issue/private placement of up to 34,969 (Thirty-Four Thousand Nine Hundred and Sixty-Nine) equity shares of face value of Rs.10/- (Indian Rupees Ten Only) each at an issue price of Rs.2,572/- (Indian Rupees Two Thousand Five Hundred and Seventy-Two Only) per equity share, comprising a premium of Rs.2,562/- (Indian Rupees Two Thousand Five Hundred and Sixty-Two Only) per equity share, to the identified persons, to the extent of 26,324 (Twenty-Six Thousand Three Hundred and Twenty-Four) equity shares which remain unallotted and unutilised as on the date of this resolution.

"RESOLVED FURTHER THAT the withdrawal and abandonment of the aforesaid unutilised portion of the offer shall not in any manner affect, invalidate or prejudice the allotment of 8,645 (Eight Thousand Six Hundred and Forty-Five) equity shares already made by the Board of Directors of the Company pursuant to the Board Resolution dated 21st May, 2025, and such equity shares shall continue to remain validly issued, allotted and paid-up, as applicable, and shall rank pari passu in all respects with the existing equity shares of the Company.

"RESOLVED FURTHER THAT upon passing of this resolution, the aforesaid private placement offer letter dated 30th April, 2025, shall stand withdrawn and abandoned in respect of the remaining 26,324 (Twenty-Six Thousand Three Hundred and Twenty-Four) unallotted equity shares, and no further offer, invitation or allotment of equity shares shall be made pursuant to the said offer letter or the unutilised portion of the aforesaid approval.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof or any officer authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, and to execute, sign and submit all such applications, forms, returns, intimations, declarations, letters, documents and writings as may be necessary, desirable or expedient to give effect to this resolution, including making requisite filings with the Registrar of Companies and intimations to such other statutory or regulatory authorities, as may be applicable, and to take all consequential steps in connection with the withdrawal and abandonment of the aforesaid unutilised private placement offer."

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

WOG Technologies Limited New Delhi

Sunil Kumar
Managing Director
DIN – 03268659

Date: 28th October, 2026
Place: Delhi

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) 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 **03rd November, 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.

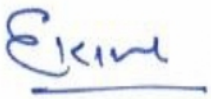
8. Members may address their queries/communications, if any, at cs@woggroup.com.

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: 28th October, 2026
Place: Delhi

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 Board of Directors of the Company, at its meeting held on 28th October, 2026, considered and approved, subject to the approval of the Members of the Company, the proposal for sub-division of each existing fully paid-up equity share of the Company having a face value of Rs.10/- (Indian Rupees Ten Only) into 2 (Two) fully paid-up equity shares having a face value of Rs.5/- (Indian Rupees Five Only) each, resulting in an increase in the number of issued, subscribed and paid-up equity shares of the Company from 12,35,90,700 (Twelve Crore Thirty-Five Lakh Ninety Thousand Seven Hundred) equity shares of ₹10/- each to 24,71,81,400 (Twenty-Four Crore Seventy-One Lakh Eighty-One Thousand Four Hundred) equity shares of Rs.5/- each, without any change in the aggregate amount of the issued, subscribed and paid-up equity share capital of the Company, which shall remain at Rs.1,23,59,07,000/- (Indian Rupees One Hundred Twenty-Three Crores Fifty-Nine Lakhs Seven Thousand Only).

The proposed sub-division is intended to enhance the liquidity of the Company's equity shares, make the shares more affordable and accessible to a wider range of investors, encourage greater participation by retail investors and facilitate broader investor participation in the Company's equity shares. The proposed sub-division is also expected to improve the marketability of the Company's equity shares and align the Company's capital structure with its future business and capital-raising plans.

Statutory Provisions and Rationale for Consequential Alteration

Section 61(1)(d) of the Companies Act, 2013, permits a limited company having a share capital, if authorised by its Articles of Association, to sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, subject to the condition that the proportion between the amount paid and the amount, if any, unpaid on each reduced share remains the same as it was in the case of the share from which the reduced share is derived.

The Articles of Association of the Company contain the requisite authority for the proposed sub-division of equity shares. Accordingly, pursuant to the applicable provisions of Sections 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the proposed sub-division requires the approval of the Members of the Company by way of an Ordinary Resolution.

Further, consequent upon the proposed sub-division, it is necessary to alter Clause V of the Memorandum of Association of the Company to reflect the revised denomination and number of authorised equity shares. Accordingly, the existing Clause V of the Memorandum of Association is proposed to be substituted with the revised capital clause, providing for the authorised share

capital of Rs.1,60,00,00,000/-(Indian Rupees One Hundred and Sixty Crores Only), divided into 32,00,00,000 (Thirty-Two Crore) equity shares of Rs.5/- (Indian Rupees Five Only) each.

Impact of the Proposed Sub-division on the Share Capital of the Company

The proposed sub-division will have the following effect on the authorised and issued, subscribed and paid-up share capital of the Company:

Particulars	Before the Sub-division	After the Sub-division
Authorised share capital	Rs.160,00,00,000 (Indian Rupees One hundred and Sixty Crores Only) divided into 16,00,00,000 (Sixteen Crore) equity shares of Rs.10/- (Indian Rupees Ten Only) each	Rs.160,00,00,000 (Indian Rupees One hundred and Sixty Crores Only) divided into 32,00,00,000 (Thirty Two Crore only) equity shares of Rs.5/- (Indian Rupees Five Only) each
Issued, subscribed and paid-up share capital	Rs.123,59,07,000 (Indian Rupees One Hundred Twenty-Three Crores Fifty-Nine Lakhs Seven Thousand Only) divided into 12,35,90,700 (Twelve Crore Thirty Five Lakh Ninety Thousand Seven Hundred) equity shares of Rs.10/-(Indian Rupees Ten Only) each	Rs.123,59,07,000 (Indian Rupees One Hundred Twenty-Three Crores Fifty-Nine Lakhs Seven Thousand Only) divided into 24,71,81,400 (Twenty Four Crore Seventy One lakh Eighty One Thousand Four Hundred) equity shares of Rs.5/- (Indian Rupees Five Only) each
Face value per equity share	Rs.10/- (Indian Rupees Ten Only)	Rs.5/-(Indian Rupees Five Only) each

The proposed sub-division will not result in any change in the aggregate amount of the authorised share capital or the issued, subscribed and paid-up share capital of the Company. Further, the proportionate shareholding of each Member in the Company and the rights attached to the equity shares shall remain unchanged, as each existing equity share of Rs.10/- will be converted into 2 (Two) equity shares of Rs.5/- each.

Upon the proposed sub-division becoming effective, the sub-divided equity shares of Rs.5/- each shall rank pari passu in all respects with one another, including in respect of dividend, voting rights and other corporate benefits, and shall be subject to the same terms and conditions as applicable to the existing fully paid-up equity shares of the Company, except for the change in their face value pursuant to the sub-division.

Upon the proposed sub-division becoming effective, the Board of Directors of the Company may, if considered necessary, determine a Record Date/Effective Date for the purpose of giving effect to the aforesaid sub-division of equity shares, in consultation with the Registrar and Share Transfer Agent and the Depositories, as may be applicable.

The sub-divided equity shares shall be credited to the respective beneficiary accounts of the Members holding shares in dematerialised form, in lieu of the existing equity shares held by them, in accordance with the applicable laws and procedures prescribed by the Depositories.

The Company shall undertake the necessary corporate actions and make the requisite filings with the Registrar of Companies and applications/intimations with the Depositories, Registrar and Share Transfer Agent and other concerned authorities, as may be applicable, to give effect to the proposed sub-division.

The Board of Directors accordingly recommends passing of the Ordinary Resolution as set out in Item No. 01 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective 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, which shall also be subject to the proposed sub-division in the same proportion as applicable to other Members of the Company.

ITEM NO. 2

The Company proposes to mobilize resources to meet its funding requirements for expansion, working capital, repayment/prepayment of borrowings, and for other general corporate purposes. In order to strengthen its capital base and enhance the visibility and brand image of the Company in the domestic and international markets, the Board of Directors has decided to raise funds by way of an Initial Public Offering (IPO) of equity shares.

In this regard, the Company is proposing to issue, offer, and allot equity shares of face value of Rs.5/-(Indian Rupees Five Only) each ("Equity Shares") of the Company, by way of a fresh issue of Equity Shares by the Company (the "Fresh Issue") and/or an offer for sale of Equity Shares by certain existing and eligible shareholders of the Company (the "Selling Shareholders", and such offer for sale, the "Offer for Sale" and together with the Fresh Issue, the "Offer"), such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹1,200 Crore and number of shares being issued pursuant to the Offer for Sale aggregates up to 1,00,00,000 Equity Shares (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), subject to the prevailing market conditions and other relevant factors on such terms and conditions, in such manner and during such period, to such person or persons as may be permitted by and in accordance with Applicable Laws.

The IPO may also include a Pre-IPO Placement to certain investors, at such price and terms as may be decided by the Board in consultation with the BRLMs. In the event any such Pre-IPO Placement is undertaken, the size of the Fresh Issue would be reduced to the extent of the Equity Shares issued under the Pre-IPO Placement.

The proposed Offer may be made to various categories of investors, including qualified institutional buyers, anchor investors, non-institutional investors, retail individual investors, eligible employees (through a reservation or discount), non-resident investors, and other permissible classes of investors, in accordance with applicable laws.

The IPO will be subject to necessary approvals, consents, and permissions from SEBI, stock exchanges, Reserve Bank of India, Ministry of Finance, Department for Promotion of Industry and Internal Trade, Registrar of Companies, and other statutory and regulatory authorities, as may be required.

The Equity Shares allotted pursuant to the Offer shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend and voting rights.

Pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, approval of the Members is required by way of a Special Resolution for raising capital through the IPO and for matters connected therewith, including authority to the Board to determine the terms and conditions of the Offer in consultation with the BRLMs.

The Board of Directors accordingly recommends passing of the Special Resolution as set out in Item No. 02 of the Notice.

None of the Directors, Key Managerial Personnel of the Company, and their relatives is in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of Equity Shares held by them in the Company, if any, and/or to the extent of subscription to the Equity Shares in the IPO.

ITEM NO. 3

The Members are hereby informed that the shareholders of the Company, at their Extra-Ordinary General Meeting held on 02nd May, 2025, had accorded their approval by way of a Special Resolution for issuance of up to 34,969 (Thirty-Four Thousand Nine Hundred and Sixty-Nine) equity shares of face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs.2,562/- (Rupees Two Thousand Five Hundred and Sixty-Two Only) per equity share, on a preferential allotment basis.

Pursuant to the aforesaid approval, the Company had issued and circulated the Private Placement Offer Letter in Form PAS-4 dated 30th April, 2025, to the identified prospective allottees. Against the aforesaid offer, the Company received application money in respect of 8,645 (Eight Thousand Six Hundred and Forty-Five) equity shares, which were duly allotted by the Board of Directors of the Company vide its resolution dated 21st May, 2025.

However, the identified prospective allottees have expressed their inability to subscribe to the remaining 26,324 (Twenty-Six Thousand Three Hundred and Twenty-Four) equity shares under the aforesaid offer. Consequently, the said portion of the issue remains unsubscribed and unallotted.

In view of the above and considering the circumstances, the Board of Directors of the Company, at its meeting held on 28th October, 2026, after due deliberation, has decided to withdraw and abandon the unutilised portion of the aforesaid private placement offer, comprising 26,324 (Twenty-Six Thousand Three Hundred and Twenty-Four) equity shares, without affecting the validity of the 8,645 (Eight Thousand Six Hundred and Forty-Five) equity shares already allotted pursuant to the said offer.

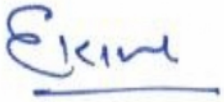
The proposed withdrawal and abandonment of the unutilised portion of the earlier offer is being undertaken in accordance with the provisions of Section 42(5) of the Companies Act, 2013, so as to enable the Company to proceed with any fresh offer or invitation for subscription through private placement, subject to obtaining the requisite approvals and complying with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Accordingly, the approval of the Members of the Company is sought by way of a Special Resolution for withdrawal and abandonment of the unutilised portion of the aforesaid private placement offer letter dated 30th April, 2025, on the terms and conditions set out in the resolution at Item No. 03 of this Notice.

The Board of Directors recommends the Special Resolution set out at Item No.03 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, 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: 28th October, 2026
Place: Delhi

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 Extra-ordinary General Meeting of the Company, to be held on Friday, 13th November, 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.	Sub-Division of Equity Shares and Consequential Alteration of Clause V of the Memorandum of Association;	
2.	Raising of Capital through an Initial Public Offering;	

3.	Approval for closure of previous Letter of Offer dated 30th April, 2025, approved in the Extra Ordinary General Meeting of the Company held on 02nd May, 2025.

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.

Annexure B

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 Friday, 13th November, 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.

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 Friday, 13th November, 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

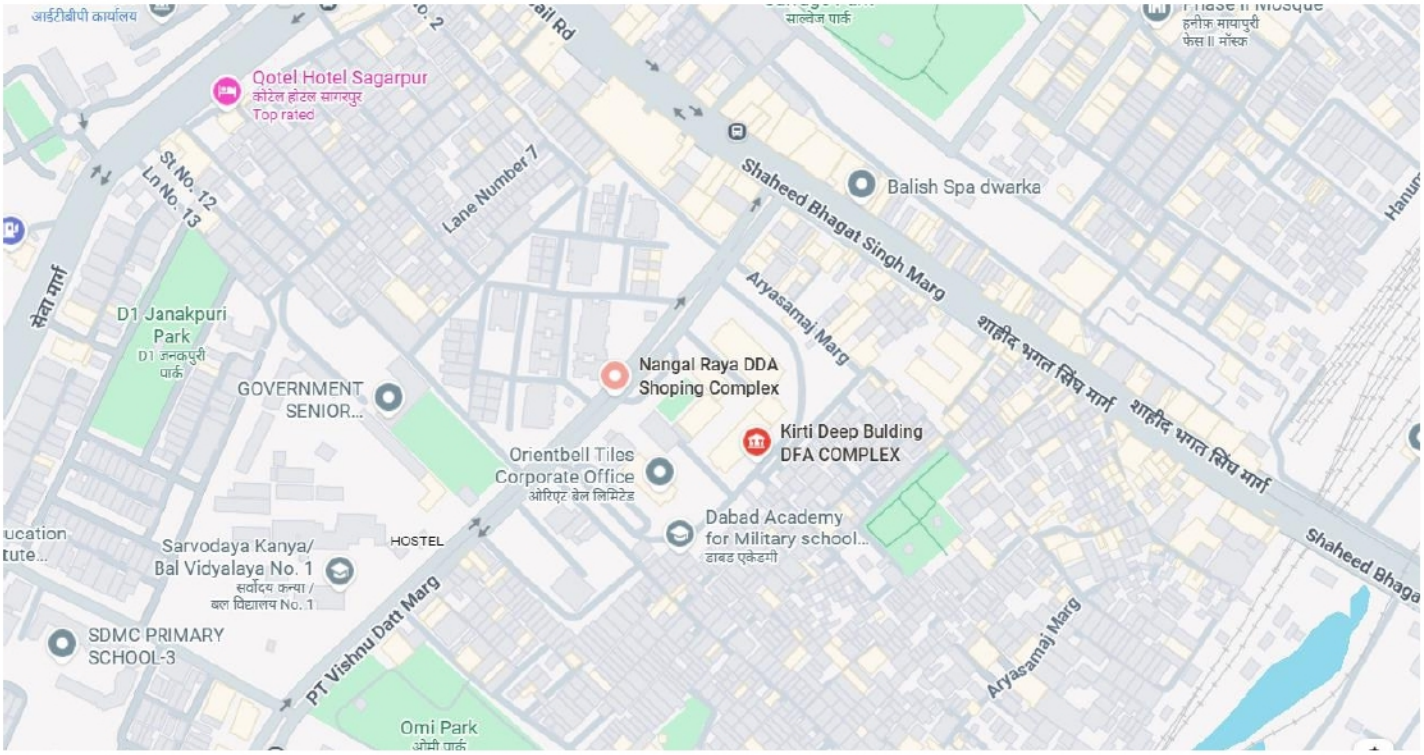
_____

(Name of Shareholder)

DP ID No. _____ Client ID No._____

Annexure D

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