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Our Company was originally incorporated as 'WOG Technologies Private Limited' as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated October 22, 2010, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently, pursuant to a board resolution dated June 13, 2025 and shareholders' resolution dated June 18, 2025, our Company was converted from a private limited company to a public limited company and the name of our Company was changed from 'WOG Technologies Private Limited' to 'WOG Technologies Limited', and a fresh certificate of incorporation dated July 5, 2025 was issued by the Central Processing Centre, Manesar, Haryana. For details of changes in the name and registered office of our Company, see 'History and Certain Corporate Matters' on page 271 of the draft red herring prospectus dated December 28, 2025 ("Draft Red Herring Prospectus").

Registered Office: Unit No.204, Second Floor, Kirti Deep Building, Plot No. 3, DDA Retail Business Centre, Nangal Raya, South West Delhi, New Delhi - 110 046, Delhi, India

Corporate Office: 3rd Floor, Fortune Tower-1, Plot No 406 Udyog Vihar, Phase III, Industrial Complex Dundaheera, Gurugram - 122 016, Haryana, India

Contact Person: Hitesh Kapoor, Company Secretary and Compliance Officer **Telephone:** 0124 4807748 | **E-mail:** cs@woggroup.com | **Website:** www.woggroup.com

Corporate Identity Number: U72900DL2010PLC209726

NOTICE TO INVESTORS: ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS (THE "ADDENDUM")

OUR PROMOTERS: SATYAPAL SINGH, SUNIL KUMAR AND AMRITA PANWAR

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF WOG TECHNOLOGIES LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] LAKHS (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH BY OUR COMPANY AGGREGATING UP TO ₹ 37,500 LAKHS (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 4,328,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] LAKHS COMPRISING OF AN OFFER FOR SALE OF UP TO 3,636,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] LAKHS BY SUNIL KUMAR ("PROMOTER SELLING SHAREHOLDER") AND AN OFFER FOR SALE OF UP TO 250,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] LAKHS BY RAKESH KUMAR VERMA, UP TO 225,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] LAKHS BY PUNAM CHOUDHURY, UP TO 66,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] LAKHS BY RUCHI SHARMA, UP TO 66,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] LAKHS BY PRITHVIJIT ROY, UP TO 33,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] LAKHS BY PRITAM KANTI PAUL, UP TO 22,500 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] LAKHS BY RAVINDER PRATAP SINGH, UP TO 22,500 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] LAKHS BY SAPNA AHUJA AND UP TO 7,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] LAKHS BY ANUJ KUMAR JAIN (TOGETHER THE "OTHER SELLING SHAREHOLDERS") (COLLECTIVELY, THE "SELLING SHAREHOLDERS") AND SUCH EQUITY SHARES CUMULATIVELY OFFERED BY THE SELLING SHAREHOLDER, THE "OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Potential Bidders may note that at the time of filing of the Draft Red Herring Prospectus, in relation to the acquisition of equity shares of Bell Cooling Towers Private Limited ("Bell Towers"), our Company had relied on a valuation report dated September 26, 2025 issued by ASA & Associates LLP (an accounting firm with Firm Registration No. - 009571N/N500006). However, our Company has now obtained a valuation report dated April 21, 2026 issued by Bhavin R Patel (an IBBI registered valuer with registration number IBBI/RV/05/2019/11668), for the purposes of the aforesaid acquisition of Bell Towers, with the valuation date being March 31, 2025.

Accordingly, the sections titled "Definitions and Abbreviations", "Objects of the Offer", "History and certain Corporate Matters" and "Material Contracts and Documents for Inspection" beginning on pages 1, 131, 271 and 481, respectively, of the Draft Red Herring Prospectus, have been suitably updated and potential Bidders may note that in order to assist the Bidders to get a complete understanding of the updated information, the updated relevant portions have been included in this Addendum. The changes mentioned under this Addendum will be duly reflected in the Red Herring Prospectus and Prospectus as and when filed with the RoC, the SEBI and the Stock Exchanges.

The changes conveyed by way of this Addendum are to be read in conjunction with the Draft Red Herring Prospectus and, accordingly, the corresponding references in the Draft Red Herring Prospectus stand updated pursuant to this Addendum. The information in this Addendum supplements the Draft Red Herring Prospectus and updates the information in the Draft Red Herring Prospectus. However, this Addendum does not purport to, nor does it, reflect all the changes that have occurred from the date of filing of the Draft Red Herring Prospectus and the date of this Addendum. Accordingly, this Addendum does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus as and when filed with the RoC, the SEBI and the Stock Exchanges. Please note that the information included in the Draft Red Herring Prospectus will be suitably updated, including to the extent updated by way of this Addendum, as may be applicable, in the Red Herring Prospectus and the Prospectus. Investors should not rely on the Draft Red Herring Prospectus or this Addendum for any investment decision, and should read the Red Herring Prospectus, as and when it is filed with the RoC, SEBI and the Stock Exchanges before making an investment decision with respect to the Offer.

This Addendum which has been filed with SEBI and the Stock Exchanges shall be made available to the public for comments, if any, for a period of at least 21 days, from the date of such filing with SEBI and will be available on the website of SEBI at www.sebi.gov.in, the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, the website of the Company at www.woggroup.com/investor-communications/, and the website of the Book Running Lead Manager, namely, Unistone Capital Private Limited at www.unistonecapital.com. All capitalized terms used in this Addendum and not defined herein shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or the law of any state of the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act (as defined in Regulation S under the U.S. Securities Act ("Regulation S") and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined and in reliance on Regulation S and the applicable laws of the jurisdictions where such offers and sales are made. There will be no public offering of the Equity Shares in the United States.

All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus.

Place: New Delhi
Date: May 5, 2026

For WOG Technologies Limited
On behalf of the Board of Directors
Sd/-

Hitesh Kapoor
Company Secretary and Compliance Officer

BOOK RUNNING LEAD MANAGER

REGISTRAR TO THE OFFER



UNISTONE



Unistone Capital Private Limited
A/ 305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai - 400 059, Maharashtra, India.
Telephone: +91 224 604 6494
Facsimile: Not Applicable
Email: mb@unistonecapital.com
Website: www.unistonecapital.com
Investor grievance email: compliance@unistonecapital.com
Contact Person: Deep Shah
SEBI registration number: INM000012449
CIN: U65999MH2019PTC330850

Bigshare Services Private Limited
Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Center, Mahakali Caves Road, Andheri East, Mumbai-400 093, Maharashtra, India.
Telephone: +91 226 263 8200
Facsimile: +91 226 263 8299
Email: ipo@bigshareonline.com
Website: www.bigshareonline.com
Investor grievance email: investor@bigshareonline.com
Contact Person: Sagar Pathare
SEBI registration number: INR000001385
CIN: U99999MH1994PTC076534

ANCHOR INVESTOR BIDDING DATE		BID / OFFER PERIOD			
[●] ⁽¹⁾		BID / OFFER OPENS ON	[●]	BID / OFFER CLOSSES ON	[●] ^{(2)(3)^}

⁽¹⁾ Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Offer Opening Date.

⁽²⁾ Our Company in consultation with the Book Running Lead Manager, may consider closing the Bid/ Offer Period for QIBs, one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.

⁽³⁾ UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

^ Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement for an amount aggregating up to ₹ 6,000.00 lakhs, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately, intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

The following definitions shall be added in the section “Definitions and Abbreviations” beginning on page 1 of the Draft Red Herring Prospectus.

Offer related terms

Term	Description
Addendum	This addendum dated May 5, 2026 to the draft red herring prospectus dated December 28, 2025 filed by our Company with SEBI and Stock Exchanges
Draft Red Herring Prospectus / DRHP	The draft red herring prospectus dated December 28, 2025, read with Addendum filed with SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda hereto
Valuation Report	Valuation report dated April 21, 2026 issued by Bhavin R Patel (an IBBI registered valuer with registration number IBBI/RV/05/2019/11668), for the purposes of the transaction in relation to the acquisition of equity shares of Bell Cooling Towers Private Limited, with the valuation date being March 31, 2025

SECTION III – INTRODUCTION

OBJECTS OF THE OFFER

The following headings and corresponding disclosures set out below shall replace the respective headings and disclosures in the section "Objects of the Offer" beginning on page 131 of the Draft Red Herring Prospectus.

2. Acquisition of additional shareholding in Bell Cooling Towers Private Limited

We propose to utilize an amount of ₹ 4,500.00 lakhs towards acquisition of additional shareholding in Bell Cooling Towers Private Limited (“**Bell Towers**”).

As on the date of this Draft Red Herring Prospectus, we hold 5% of fully issued and paid-up share capital of Bell Towers. The primary business of Bell Towers is to manufacture, produce, design, develop and sell all types of cooling towers, water cooling equipment, air washers, air curtains etc.

The proposed acquisition of Bell Towers by our Company is aligned with the Company’s long-term objective of building a fully integrated environmental and water infrastructure platform across industrial, municipal, and commercial segments. The acquisition represents a complementary combination of capabilities, markets, and technologies, creating strong operational and commercial synergies.

The Company’s current business focus is predominantly on industrial and municipal water and wastewater treatment projects. Through the acquisition of Bell Towers, the Company will gain access to the commercial and institutional infrastructure segment which includes hotels and hospitality projects, convention and exhibition centres, airports and metro stations, malls and commercial complexes, IT parks, data centres, BPOs, healthcare and institutional buildings. Bell Towers has presence and a track record in these segments, which would otherwise require significant time and investment for the Company to develop organically. This acquisition will enable our Company to diversify its client base, reduce dependence on industrial and municipal cycles, and expand into shorter execution cycle projects, repeat-order driven commercial infrastructure projects.

Further, cooling towers are critical water-intensive infrastructure requiring consistent supply of treated and make-up water. Post-acquisition, the Company will be able to offer end-to-end integrated solutions, including packaged and modular water treatment plants, water recycling and reuse systems, treated water supply for cooling tower intake and cooling tower design, supply, installation, and commissioning. By combining the Bell Towers’ cooling tower expertise with our Company’s water treatment capabilities, the WOG Group can position itself as a comprehensive solution provider, enhancing value proposition, improving project economics, and increasing share of wallet from each customer.

Additionally, our Company has presence in the process industry, including pharmaceuticals, textiles, power, cold storage and cold rooms, dairy and food processing and specialty chemicals and manufacturing units. These industries have significant cooling requirements alongside wastewater treatment needs. Through our Company’s relationships and ongoing projects, Bell Towers will gain access to new industrial application opportunities for cooling towers, enabling cross-selling of Bell Towers’ forced draught, induced draught, and low-noise cooling tower solutions leading to expansion of Bell Towers’ addressable market beyond the commercial segment and lead to increased order inflow and improved capacity utilisation. Similarly, our Company has an international footprint through its Subsidiaries in Singapore and sales presence in multiple overseas markets. Post-acquisition, our Company will be able to leverage its international platform, relationships, and market knowledge to generate leads and business opportunities for Bell Towers in overseas markets. The acquisition, thus provides Bell Towers with a structured pathway for international expansion without significant incremental investment, while enhancing our Company’s ability to offer a broader solution set to global clients.

These bi-directional cross-selling opportunities are expected to improve bid success rates, shorten sales cycles, and

create a scalable platform for future growth across multiple infrastructure verticals.

Moreover, the Company and Bell Towers share a common vendor ecosystem for key components such as pumps and motors, mechanical and electrical equipment and fabrication and engineering inputs. Post-integration, aggregated procurement volumes across both entities will enable improved pricing and better commercial terms from vendors, better credit terms, supply reliability and standardisation of components and specifications. These synergies are expected to lead to reduction in input costs, improved gross margins, and enhanced competitiveness in bidding for large-scale projects.

Bell Towers' experience in forced draught and low-noise cooling technologies, combined with our Company's focus on advanced wastewater treatment and energy-efficient engineering solutions, strengthens the WOG Group's overall technical depth. The combined platform will enable development of low-water-consumption and energy-efficient cooling systems, optimisation of operating costs for end-users and enhanced compliance with environmental and sustainability standards.

Through the acquisition of Bell Towers, we primarily seek to expand into the commercial segment (including hotels, convention centres, malls, etc.) and cross-sell our solutions to the customer base of Bell Towers. See "**Our Business – Our Strategies – Target Strategic Partnerships, Acquisitions and Geographic Diversification**" on page 255 of the Draft Red Herring Prospectus.

Pursuant to the share purchase cum shareholders' agreement dated October 12, 2025, read with the amendment agreement dated December 23, 2025, (the, "**SPSHA**") entered into among our Company (the "**Buyer**"), Chandra Prakash Ganguly, Devashish Deb, Sukhmani Ganguly, Aparna Deb (the "**Sellers**"), and Bell Towers, our Company has agreed to acquire an aggregate of 44,199 equity shares of face value of ₹10 each of Bell Towers from Chandra Prakash Ganguly, Devashish Deb, Sukhmani Ganguly, and Aparna Deb, for cash consideration, in tranches ("**Tranche 1A Part I**", "**Tranche 1A Part II**", "**Tranche 1B**", "**Tranche 2**" and "**Tranche 3**"). The remaining 1 equity share of Bell Towers shall be acquired by Sunil Kumar, Promoter and Managing Director of our Company, for cash consideration, in accordance with the terms of the SPSHA.

As on the date of this Draft Red Herring Prospectus, our Company has purchased an aggregate of 2,210 equity shares of Bell Towers representing 5% of fully issued and paid-up share capital of Bell Towers on a fully diluted basis and Sunil Kumar has purchased 1 equity share of Bell Towers (both pursuant to Tranche 1A Part I).

Subject to fulfilment of the conditions precedent stipulated under the SPSHA, our Company has, as on date of this Draft Red Herring Prospectus, acquired and shall acquire additional equity shares (100% of the fully issued and paid-up share capital) of Bell Towers pursuant to Tranche 1A Part I, Tranche 1A Part II, Tranche 1B, Tranche 2 and Tranche 3, in the manner set out below:

Relevant Tranche	Long Stop Date	Number of equity shares of Bell Towers to be acquired from				Aggregate number of equity shares of Bell Towers acquired/to be acquired in relevant Tranche by our Company	Percentage of equity shares of Bell Towers acquired/to be acquired in relevant Tranche by our Company
		Chandra Prakash Ganguly	Devashish Deb	Sukhmani Ganguly	Aparna Deb		
Tranche 1A Part I	Acquisition already completed.	Nil	814	1,397	Nil	2,210*	5.00%
Tranche 1A Part II	No later than January 31, 2026**	987	Nil	4,879	3,415	9,281	21.00%
Tranche	No later than June 30,	6,983	2,974	Nil	1,093	11,050	25.00%

Relevant Tranche	Long Stop Date	Number of equity shares of Bell Towers to be acquired from				Aggregate number of equity shares of Bell Towers acquired/to be acquired in relevant Tranche by our Company	Percentage of equity shares of Bell Towers acquired/to be acquired in relevant Tranche by our Company
		Chandra Prakash Ganguly	Devashish Deb	Sukhmani Ganguly	Aparna Deb		
1B	2026						
Tranche 2	Completion of 30 days from receipt of the audited financial statements of Bell Towers for Fiscal 2027, or such other date as may be mutually agreed amongst the parties in writing	6,984	4,066	Nil	Nil	11,050	25.00%
Tranche 3	Completion of 30 days from receipt of the audited financial statements of Bell Towers for Fiscal 2028, or such other date as may be mutually agreed amongst the parties in writing	6,704	3,904	Nil	Nil	10,608	24.00%
Total		21,658	11,758	6,276	4,508	44,199	100.00%

* 1 equity share of Bell Towers has also been purchased by Sunil Kumar in Tranche 1A Part I.

** Shall be funded from the Company's internal accruals.

We propose to fund the acquisition of the equity shares of Bell Towers in Tranche 1B and Tranche 2 from the Net Proceeds, while the acquisition of the equity shares of Bell Towers in Tranche 3 shall be funded from our internal accruals.

As per the SPSHA, the acquisition of the shares in Tranche 1B shall be completed no later than June 30, 2026. Further, as per the SPSHA, the acquisition of the shares in Tranche 2 shall be completed within 30 days from receipt of the audited financial statements of Bell Towers for Fiscal 2027, or such other date as may be mutually agreed amongst the parties in writing. Our Company proposes to utilize ₹ 2,250.00 lakhs and ₹ 2,250.00 lakhs, towards Tranches 1B and 2 respectively from the Net Proceeds towards acquisition of additional shareholding in Bell Towers in Fiscal 2027 and Fiscal 2028. Further, any consideration exceeding ₹ 2,250.00 lakhs and ₹ 2,250.00 lakhs, respectively (over and above the Net Proceeds) will be paid through our internal accruals.

In relation to the aforesaid transaction, we have obtained a valuation report dated April 21, 2026 issued by Bhavin R Patel (an IBBI registered valuer with registration number IBBI/RV/05/2019/11668), with the valuation date being March 31, 2025.

The computation of the purchase consideration for Tranche 1B and Tranche 2, which are proposed to be funded from the Net Proceeds is provided in the SPSHA and is as follows:

“**Tranche 1B Purchase Consideration**” means an amount equal to 25% of the Tranche 1 Equity Value, plus simple

interest calculated at the rate of 0.75% per month on such amount for the period starting from the Tranche 1A Part II Closing Date until the date of actual payment of this amount by the Buyer to the Sellers.

Computation of Tranche 1 Equity Value:

Tranche 1 Enterprise Value: INR 70,00,00,000.

Adjustments to Tranche 1 Enterprise Value

The Tranche 1 Enterprise Value shall be adjusted as agreed between the parties to the SPSHA to ensure Bell Towers is delivered on a cash and debt-free basis with normalized levels of working capital sufficient to operate the business at the time of Tranche 1 Closing.

The resulting value after these adjustments shall be the Tranche 1 Equity Value of Bell Towers.

“**Tranche 2 Purchase Consideration**” means an amount equal to 25% of the Tranche 2 Equity Value, as determined in accordance with the SPSHA plus the Sellers’ Tranche 1 Fixed Deposit along with the interest accrued thereon.

Computation of Tranche 2 Equity Value:

Tranche 2 Enterprise Value shall mean an amount calculated by multiplying the normalized operating EBITDA of the Business for a period of 12 months ending on March 31, 2027, as per the audited financial statements of Bell Towers for the financial year ending on March 31, 2027, by 5.4.

Adjustments to Tranche 2 Enterprise Value

The Tranche 2 Enterprise Value shall be adjusted as agreed between the parties to the SPSHA to ensure Bell Towers is delivered on a cash and debt-free basis with normalized levels of working capital sufficient to operate the business at the time of Tranche 2 Closing.

The resulting value after these adjustments shall be the Tranche 2 Equity Value of Bell Towers.

The capitalized terms used above have the meaning as ascribed to them in the SPSHA.

The proposed investment by our Company in Bell Towers, has been approved by our Board pursuant to a resolution dated September 25, 2025. On acquisition of these shares, our Company will hold 76% of the shareholding in Bell Towers, and the remaining 24% of the equity shareholding of Bell Towers shall be acquired by our Company in Fiscal 2029 from its internal accruals.

Details of Bell Cooling Towers Private Limited

Corporate information

Bell Towers was incorporated on June 08, 1993, as a private limited company under the Companies Act, 1956. Its registered office is situated at K-2089, C.R. Park, New Delhi, Delhi, India, 110019. Its CIN is U74899DL1993PTC053942.

Nature of business

The principal business of Bell Towers is the manufacturing, producing, processing, designing, developing, assembling, tabulating, distributing, marketing, selling, servicing, repairing, replacing all types of cooling towers, water cooling equipment, air washers, air curtain, air showers, refrigeration, air conditioning, cooling, freezing, dehydrating, and cool storage equipments, machines units, complete or parts thereof.

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorized share capital of Bell Cooling Towers Private Limited is ₹ 20,00,000 divided into 2,00,000 equity shares of ₹10 each and its issued, subscribed and paid up is ₹4,42,000 divided into 44,200 equity shares of ₹10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of Bell Towers, as on the date of this Draft Red Herring Prospectus:

Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of issued and paid up holding (%)
Chandra Prakash Ganguly	21,658	49.00
Devashish Deb	10,944	24.76
Sukhmani Ganguly	4,879	11.04
Aparna Deb	4,508	10.20
WOG Technologies Limited	2,210	5.00%
Sunil Kumar	1	0.00%
Total	44,200	100.00

Financial information

Certain key financial information of Bell Towers, based on their audited financials for Fiscals 2023, 2024, 2025 and management certified accounts for the three months ended June 30, 2025 are as under:

(in ₹ lakhs)

Particulars	As at and for the three-month period ended June 30, 2025	As at and for the Financial Year ended March 31, 2025	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023
Statement of Assets and Liabilities				
Equity and Liabilities	4.42	4.42	5	5
Shareholders' Funds	2,454.65	2,302.78	3,150.45	2,493.09
Non-Current Liabilities	69.15	186.57	158.10	136.74
Current Liabilities	1,345.64	1,498.17	1,665.49	1,414.15
Total	3,873.86	3,991.94	4,979.04	4,048.98
Assets				
Non-Current Assets	478.15	120.50	123.05	129.78
Current Assets	3,395.71	3,871.44	4,855.99	3,919.20
Total	3,873.86	3,991.94	4,979.04	4,048.98
Statement of Profit and Loss				
Total Income	1,463.98	6,735.45	5,805.97	5,076.19
Expenses	1,245.31	5,331.21	4,580.48	4,112.19
Profit after Tax	218.67	1,041.37	908.12	706.67

SECTION IV – ABOUT OUR COMPANY

HISTORY AND CERTAIN CORPORATE MATTERS

The following headings and corresponding disclosures set out below shall replace the respective headings and disclosures in the section “History and Certain Corporate Matters” beginning on page 271 of the Draft Red Herring Prospectus.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Our Company has subscribed to the initial share capital comprising 1,000 equity shares of face value of SGD 10 each, representing 100% of the issued and paid-up share capital of WOG Technologies SEA Holdings Pte. Ltd., with a financial commitment of SGD 10,000.00. WOG Technologies SEA Holdings Pte. Ltd., in turn, has acquired 100% of the issued and paid-up share capital of WOG Technologies Pte. Ltd. As a result of the foregoing, our Company has acquired indirect control over WOG Technologies Pte. Ltd., which has consequently become our step-down and Material Subsidiary.

The Pro Forma Financial Information has been prepared by our Company to illustrate the impact of the acquisition of WOG Technologies SEA Holdings Pte. Ltd. (“WTSHPL”) made during the year ended March 31, 2026 and its financial performance for the year ended March 31, 2025 and for the quarter ended June 30, 2025; due to which WOG Technologies SEA Holdings Pte. Ltd. shall become a direct Subsidiary of the Company.

Apart from the above, our Company and Subsidiaries have not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years.

However, pursuant to the share purchase cum shareholders’ agreement dated October 12, 2025, read with the amendment agreement dated December 23, 2025, (the, “SPSHA”) entered into among our Company, Chandra Prakash Ganguly, Devashish Deb, Sukhmani Ganguly, Aparna Deb, and Bell Towers, our Company has agreed to acquire an aggregate of 44,199 equity shares of face value of ₹10 each of Bell Towers from Chandra Prakash Ganguly, Devashish Deb, Sukhmani Ganguly, and Aparna Deb, for cash consideration, in tranches (“**Tranche 1A Part I**”, “**Tranche 1A Part II**”, “**Tranche 1B**”, “**Tranche 2**” and “**Tranche 3**”). The remaining 1 equity share of Bell Towers shall be acquired by Sunil Kumar, Promoter and Managing Director of our Company, for cash consideration, in accordance with the terms of the SPSHA. In relation to the aforesaid transaction, we have obtained a valuation report dated April 21, 2026 issued by Bhavin R Patel (an IBBI registered valuer with registration number IBBI/RV/05/2019/11668), with the valuation date being March 31, 2025.

As on the date of this Draft Red Herring Prospectus, our Company has purchased an aggregate of 2,210 equity shares of Bell Towers representing 5.00% of fully issued and paid-up share capital of Bell Towers on a fully diluted basis (pursuant to Tranche 1A Part I) and Sunil Kumar has purchased 1 equity share of Bell Towers.

Subject to fulfilment of the conditions precedent stipulated under the SPSHA, our Company has, as on date of this Draft Red Herring Prospectus, acquired and shall acquire additional equity shares (100% of the fully issued and paid-up share capital) of Bell Towers pursuant to Tranche 1A Part I, Tranche 1A Part II, Tranche 1B, Tranche 2 and Tranche 3, in the manner set out below:

Relevant Tranche	Long Stop Date	Number of equity shares of Bell Towers to be acquired from				Aggregate number of equity shares of Bell Towers acquired/to be acquired in relevant Tranche
		Chandra Prakash Ganguly	Devashish Deb	Sukhmani Ganguly	Aparna Deb	
Tranche 1A Part I	Acquisition already completed.	Nil	814	1,397	Nil	2,210*
Tranche 1A Part II	No later than January 31, 2026**	987	Nil	4,879	3,415	9,281
Tranche 1B	No later than June 30, 2026	6,983	2,974	Nil	1,093	11,050
Tranche 2	Completion of 30 days from receipt of the audited financial statements of Bell Towers for Fiscal 2027, or such other date as may be mutually agreed amongst the Parties in writing	6,984	4,066	Nil	Nil	11,050
Tranche 3	Completion of 30 days from receipt of the audited financial statements of Bell Towers for Fiscal 2028, or such other date as may be mutually agreed amongst the Parties in writing	6,704	3,904	Nil	Nil	10,608

* 1 equity share of Bell Towers has also been purchased by Sunil Kumar in Tranche 1A Part I.

** Shall be funded from the Company's internal accruals.

For further details in relation to the acquisition of Bell Towers, see “**Objects of the Offer - 2. Acquisition of additional shareholding in Bell Cooling Towers Private Limited**” on page 144 of the Draft Red Herring Prospectus.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following headings and corresponding disclosures set out below shall replace the respective headings and disclosures in the section “Material Contracts and Documents for Inspection” beginning on page 481 of the Draft Red Herring Prospectus.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.
2. Certificate of incorporation dated October 22, 2010, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi, to our Company under the name of WOG Technologies Private Limited.
3. Certificate of incorporation dated July 5, 2025 issued by the Central Processing Centre, Manesar, Haryana consequent upon change from ‘WOG Technologies Private Limited’ to ‘WOG Technologies Limited’, pursuant to conversion to a public limited company.
4. Resolution of our Board dated September 01, 2025 authorising the Offer and other related matters.
5. Shareholders’ resolution dated September 25, 2025 approving the Offer and other related matters.
6. Resolution of our Board dated December 28, 2025 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.
7. Resolution of our Board dated September 25, 2025 taking on record the consent and authorization of the Promoter Selling Shareholder to participate in the Offer for Sale.
8. Resolution of our Board dated December 17, 2025 taking on record the consent and authorization of the Other Selling Shareholders to participate in the Offer for Sale.
9. Resolution of our Board dated December 28, 2025 approving the estimated working capital requirements for Fiscal 2027 and Fiscal 2027 and the proposed funding of such working capital requirements
10. Consent letter dated September 25, 2025 and authorization from the Promoter Selling Shareholder consenting to participate in the Offer for Sale.
11. Consent letter dated November 14, 2025 and authorization from the Other Selling Shareholder, namely Punam Choudhury, consenting to participate in the Offer for Sale.
12. Consent letter dated November 16, 2025 and authorization from the Other Selling Shareholders namely Rakesh Kumar Verma, Ruchi Sharma, Pritam Kanti Paul, Sapna Ahuja and Anuj Kumar Jain consenting to participate in the Offer for Sale.
13. Consent letter dated November 17, 2025 and authorization from the Other Selling Shareholders namely Prithvijit Roy and Ravinder Pratap Singh consenting to participate in the Offer for Sale.
14. Copies of the annual reports of our Company for the Fiscals 2025, 2024 and 2023.
15. The share purchase cum shareholders’ agreement dated October 12, 2025 entered into among our Company, Chandra Prakash Ganguly, Devashish Deb, Sukhmani Ganguly, Aparna Deb, and Bell Towers, along with the amendment agreement dated December 23, 2025.
16. Valuation report dated April 21, 2026 issued by Bhavin R Patel (an IBBI registered valuer with registration number IBBI/RV/05/2019/11668), with the valuation date being March 31, 2025.

17. WOG Employee Stock Option Plan 2024.
18. The examination report dated December 17, 2025 of the Statutory Auditors on our Restated Financial Information.
19. The examination report dated December 25, 2025 of the Statutory Auditors, on our Company's Pro Forma Financial Information.
20. Consent dated December 27, 2025 from S S Kothari Mehta & Co. LLP, Chartered Accountants, our Statutory Auditors, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated December 17, 2025 on our Restated Financial Information; (ii) examination report dated December 25, 2025 on the Pro Forma Financial Information and read with selected explanatory notes and (iii) their report dated December 27, 2025 on the statement of special tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
21. Certificates relating to and certifying (i) the KPIs and (ii) working capital requirements both dated December 27, 2025 issued by S S Kothari Mehta & Co. LLP, Chartered Accountants, our Statutory Auditors.
22. Consent dated December 27, 2025 from Nitin Bhatia & Co., Practising Company Secretaries, to include their name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in their capacity as practising company secretary, in relation to their certificate dated December 27, 2025.
23. Consent dated December 26, 2025 from Labs & Associates, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in their capacity as independent chartered accountant, in relation to their certificate dated December 26, 2025, certifying the order book of our Company.
24. Consents of the Selling Shareholders, our Directors, our Promoters, members of the Promoter Group, our Group Companies, our Chief Financial Officer, our Compliance Officer and Company Secretary, our Statutory Auditors, the legal counsel to the Company, the bankers to our Company, industry report provider, the BRLM and Registrar to the Offer.
25. Consent letter dated December 24, 2025 from CRISIL Intelligence to rely on and reproduce part or whole of the CRISIL Report and include their name in this Draft Red Herring Prospectus.
26. Industry report titled "*Assessment of the water and wastewater sector in India*" dated December 2025 prepared and issued by CRISIL Intelligence, commissioned and paid by our Company, and engagement letter dated May 28, 2025.
27. In-principle listing approvals dated [●] and [●] from the BSE and the NSE, respectively.
28. Tripartite Agreement dated September 02, 2025 among our Company, NSDL and the Registrar to the Offer.
29. Tripartite Agreement dated February 20, 2025 among our Company, CDSL and the Registrar to the Offer.
30. Resolution dated December 25, 2025 passed by the Audit Committee approving KPIs.
31. Due diligence certificate to SEBI from the BRLM, dated December 28, 2025.
32. Exemption application filed by our Company dated August 14, 2025, seeking exemption under Regulation 300(1)(c) of SEBI ICDR Regulations and response letter issued by SEBI to Company dated November 04, 2025 bearing reference number SEBI/HO/CFD/RAC-DIL1/P/OW/2025/27983/1.
33. SEBI final observation letter number [●] dated [●].

SECTION XI - OTHER INFORMATION

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, SCRA, SCRR and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Addendum to the Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Satyapal Singh
Chairman and Executive Director

Place: New Delhi

Date: May 5, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, SCRA, SCRR and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Addendum to the Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sunil Kumar
Managing Director

Place: New Delhi

Date: May 5, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, SCRA, SCRR and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Addendum to the Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Manish Wahni
Independent Director

Place: New Delhi

Date: May 5, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, SCRA, SCRR and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Addendum to the Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Neha Sharma
Independent Director

Place: New Delhi

Date: May 5, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, SCRA, SCRR and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Addendum to the Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sachin Goyal
Independent Director

Place: New Delhi

Date: May 5, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, SCRA, SCRR and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Addendum to the Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Abhinav Agarwal
Additional Independent Director

Place: New Delhi

Date: May 5, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, SCRA, SCRR and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Addendum to the Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Vinit Kishore
Chief Financial Officer

Place: New Delhi

Date: May 5, 2026

DECLARATION

I, Sunil Kumar, acting as a Promoter Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Addendum to the Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Addendum to the Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

Sunil Kumar

Place: New Delhi

Date: May 5, 2026

DECLARATION

I, Punam Choudhury, acting as Other Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Addendum to the Draft Red Herring Prospectus about or in relation to myself, as Other Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Addendum to the Draft Red Herring Prospectus.

SIGNED BY THE OTHER SELLING SHAREHOLDER

Punam Choudhury

Place: Asansol

Date: May 5, 2026

DECLARATION

I, Rakesh Kumar Verma, acting as Other Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Addendum to the Draft Red Herring Prospectus about or in relation to myself, as Other Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Addendum to the Draft Red Herring Prospectus.

SIGNED BY THE OTHER SELLING SHAREHOLDER

Rakesh Kumar Verma

Place: New Delhi

Date: May 5, 2026

DECLARATION

I, Ruchi Sharma, acting as Other Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Addendum to the Draft Red Herring Prospectus about or in relation to myself, as Other Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Addendum to the Draft Red Herring Prospectus.

SIGNED BY THE OTHER SELLING SHAREHOLDER

Ruchi Sharma

Place: Bengaluru

Date: May 5, 2026

DECLARATION

I, Prithvijit Roy, acting as Other Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Addendum to the Draft Red Herring Prospectus about or in relation to myself, as Other Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Addendum to the Draft Red Herring Prospectus.

SIGNED BY THE OTHER SELLING SHAREHOLDER

Prithvijit Roy

Place: Bengaluru

Date: May 5, 2026

DECLARATION

I, Pritam Kanti Paul, acting as Other Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Addendum to the Draft Red Herring Prospectus about or in relation to myself, as Other Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Addendum to the Draft Red Herring Prospectus.

SIGNED BY THE OTHER SELLING SHAREHOLDER

Pritam Kanti Paul

Place: Bengaluru

Date: May 5, 2026

DECLARATION

I, Ravinder Pratap Singh, acting as Other Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Addendum to the Draft Red Herring Prospectus about or in relation to myself, as Other Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Addendum to the Draft Red Herring Prospectus.

SIGNED BY THE OTHER SELLING SHAREHOLDER

Ravinder Pratap Singh

Place: Ghaziabad

Date: May 5, 2026

DECLARATION

I, Sapna Ahuja, acting as Other Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Addendum to the Draft Red Herring Prospectus about or in relation to myself, as Other Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Addendum to the Draft Red Herring Prospectus.

SIGNED BY THE OTHER SELLING SHAREHOLDER

Sapna Ahuja

Place: Noida

Date: May 5, 2026

DECLARATION

I, Anuj Kumar Jain, acting as Other Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Addendum to the Draft Red Herring Prospectus about or in relation to myself, as Other Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Addendum to the Draft Red Herring Prospectus.

SIGNED BY THE OTHER SELLING SHAREHOLDER

Anuj Kumar Jain

Place: Faridabad

Date: May 5, 2026