Execution with Pace & Comfort

August 31, 2026

To
The Manager
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001
Scrip Code: 534618

To
The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G,
Bandra - Kurla Complex, Bandra (East)
Mumbai - 400 051
Scrip Symbol: WAAREERTL

Sub.: Notice of the 27th Annual General Meeting of the Company

Dear Sir/Madam,

With reference to the captioned subject, this is to inform you that the 27th Annual General Meeting of the Company for the FY 2025-26 is scheduled to be held on Wednesday, September 23, 2026, at 11.00 a.m. through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility.

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed herewith Notice of the 27th Annual General Meeting of the Company.

Please take the same on your records and suitably disseminated at all concerned.

Thanking you,

Yours faithfully,

For **Waaree Renewable Technologies Limited**

HEEMA KALPESHKUMAR SHAH
Digitally signed by HEEMA KALPESHKUMAR SHAH
Date: 2026.08.31 19:51:26 +05'30'

Heema Shah
Company Secretary
ACS 52919
Email Id: info@waareertl.com

Enclosed: As above

Notice

NOTICE is hereby given that the 27th (Twenty Seventh) Annual General Meeting of the Members of Waaree Renewable Technologies Limited ("the Company") will be held on Wednesday, September 23, 2026 at 11:00 a.m. through video conferencing ("VC")/ Other Audio Video Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company

To receive, consider and adopt:

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution

a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 including the Audited Standalone Balance Sheet as at March 31, 2026 and the Standalone Statement of Profit and Loss and Cashflow for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and

b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 including the Audited Consolidated Balance Sheet as at March 31, 2026 and the Consolidated Statement of Profit and Loss and Cashflow for the year ended on that date together with the Report of the Auditors thereon.

2. Re-appointment of Director:

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution

To re-appoint a director, in place of Mr. Sunil Rathi (DIN: 08036090), who retires by rotation and being eligible, has offered himself for re-appointment.

3. Re-appointment of Statutory Auditor:

To consider and if thought fit, to pass, the following resolution as an ordinary resolution

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and based on the recommendation of the Audit Committee and Board of Directors, consent of the members be and is hereby accorded for the re-appointment of M/s. KKC & Associates LLP (formerly Khimji Kunverji & Co. LLP), Chartered Accountants (Firm Registration No. FRN 105146W/ W100621), as the Statutory Auditors of the Company, who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014 for a second term of five (5) consecutive years, to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company at such remuneration of ₹ 25 Lakhs p.a.

RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to fix reimbursement of expenses or revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.

SPECIAL BUSINESS

4. To approve conversion of loan into equity

To consider and if thought fit, to pass, the following resolutions as Special Resolution

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include

Notice (Contd.)

any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/ Banks and anybody corporate entity(ies) under the financing documents executed or to be executed in respect of the financial assistance which have already been availed or which may be availed) by the Company under the lending arrangements with various Banks, Financial Institutions and anybody corporate entity(ies), (hereinafter collectively referred to as the "Lenders"), at the option of the Lenders, the loans (hereinafter referred to as the "Financial Assistance"), into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

i. the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistance;

ii. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;

iii. the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.

iv. In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, and list the shares in the Stock exchanges where Company's shares are presently listed and for the said purpose the Company shall take all such steps as may be necessary to ensure that the equity shares are listed in the Stock Exchanges.

v. The conversion of the loan shall take place at a price to be determined in accordance with the Finance Documents and subject to applicable laws prevailing at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company any time during the currency of the Financial Assistance, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to issue and allot to the Lender such number of equity shares or securities for conversion of the Secured Obligations as may be desired by the Lender.

NOTICE (Contd.)

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender arising from or incidental to the aforesaid terms and to do all such acts and things as may be necessary to give effect to the above resolution.

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby authorized to issue a certified true copy of the above resolutions to any persons concerned for their information and record."

5. Approval of Material Related Party Transaction

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with related rules, if any, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time ("the Act"), Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations'), and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Waaree Energies Limited ("Waaree"), parent company of Waaree Renewable Technologies Limited ("Company"), (hereinafter referred as "related party") and accordingly a related party under Regulation 2(1) (zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and related party for an aggregate value as stated against each class of transaction, to be entered into during period of one year from the conclusion of the 27th Annual General, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

NOTICE (Contd.)

6. **Approval of Material Related Party Transaction**

   To consider and, if thought fit, to pass, the following resolution as an ordinary resolution

   RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with related rules, if any, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time ("the Act"), Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations'), and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Waaree Forever Energies Private Limited, Wholly-Owned Subsidiary of Parent Company, (hereinafter referred as "related party") and accordingly a related party under Regulation 2(1) (zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and related party for an aggregate value as stated against each class of transaction, to be entered into during period of one year from the conclusion of the 27th Annual General, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company;

   RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution

   RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)

   RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

7. **Approval of Material Related Party Transaction**

   To consider and, if thought fit, to pass, the following resolution as an ordinary resolution

   RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with related rules, if any, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time ("the Act"), Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations'), and the Company's Policy on

NOTICE (Contd.)

Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Waaneep Solar One Private Limited, Wholly Owned Subsidiary of Parent Company, (hereinafter referred as "related party") and accordingly a related party under Regulation 2(1) (zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and related party for an aggregate value as stated against each class of transaction, to be entered into during period of one year from the conclusion of the 27th Annual General, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

8. Approval of Material Related Party Transaction

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with related rules, if any, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time ("the Act"), Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations'), and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Lumina Greentech Private Limited, Step Down Subsidiary of Parent Company, (hereinafter referred as "related party") and accordingly a related party under Regulation

NOTICE (Contd.)

2(1) (zb) of the SEBI LODR Regulations, on such terms and conditions as may be agreed between the Company and related party for an aggregate value as stated against each class of transaction, to be entered into during period of one year from the conclusion of the 27th Annual General, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board
For **Waaree Renewable Technologies Limited**

Sd/-
Pujan Doshi
DIN: 07063863
Managing Director

Registered Office:
504, Western Edge-I,
Off: Western Express Highway,
Borivali (E), Mumbai-400066

Place: Mumbai
Date: August 27, 2026

Notice (Contd.)

NOTES – FORMING PART OF THE NOTICE

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses mentioned under Item numbers 4, 5, 6, 7 and 8 of the Notice dated August 27, 2026 is appended hereto.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19 2024 and Circular No. 03/2025 dated September 22, 2025 and all other relevant circulars issued from time to time ("MCA Circulars"), physical attendance of the Members to the AGM venue is not required and General Meeting can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

   Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, October 3, 2024 and other applicable circulars issued in this regard (collectively 'SEBI Circulars'), have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

   In compliance with the Companies Act, 2013, the SEBI Listing Regulations and the MCA Circulars, the 27th Annual General Meeting of the Company (AGM) is being held through VC/OAVM and Members can attend and participate in the ensuing AGM through VC/OAVM.

   The detailed procedure for participating in the AGM through VC/OAVM is given below in this report and is also available at the Company's website i.e., www.waareertl.com.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM and accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

7. The SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialize shares that are held by them in physical form. Members can contact the Company or Company's Registrar and Transfer Agents, **Purva Sharegistry (India) Private Limited (PURVA)** at 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Off N.M. Joshi Marg, Near Lodha Excelus, Lower Parel (E), Mumbai - 400 011 or support@purvashare.com. for assistance in this regard.

Notice (Contd.)

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection in the electronic form (scanned copy) by the Members during the AGM. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy) without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e., Wednesday, September 23, 2026. Members seeking to inspect such documents can send an email to info@waareertl.com.

9. In compliance with the provisions of Section 129(3) of the Act, the Audited Financial Statements include the Consolidated Financial Statements of the Company as defined in the Act for consideration and adoption by the Members of the Company.

10. The Members are requested to:

a) Intimate change in their registered address, if any, to PURVA at 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Off N.M. Joshi Marg, Near Lodha Excelus, Lower Parel (E), Mumbai - 400 011 or support@purvashare.com. in respect of their holdings in physical form.

b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.

c) Non-Resident Indian Members are requested to inform PURVA immediately of the change in residential status on return to India for permanent settlement.

Please note that in accordance with the provisions of Section 72 of the Act, Members are entitled to make nominations in respect of the Equity Shares held by them. Members desirous of making nominations may procure the prescribed form SH-13 from PURVA and have it duly filled, signed and sent back to them, in respect of shares held in physical form. Members holding shares in dematerialised mode should file their nomination with their Depository Participant (DP).

11. Green Initiative

The MCA and the SEBI have encouraged paperless communication as a contribution to greener environment.

In compliance with the aforesaid MCA Circulars, the SEBI Circular and the SEBI (LODR) Regulations, 2015, the copy of the Annual Report for the financial year 2025-26 including Audited Financial Statements, Board's Report etc. and Notice of the 27th Annual General Meeting of the Company, inter-alia, indicating the process and manner of remote e-Voting is being sent by electronic mode, to all those Members whose e-mail IDs are registered with their respective Depository Participants.

Members who have not registered their email address are requested to register their e-mail IDs with the respective Depository Participants (DPs).

If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to PURVA in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.

Members may also note that the Notice of the 27th AGM and the Annual Report for the financial year 2025-26 of the Company are also available on the Company's website www.waareertl.com.

12. Appointment/Re-appointment of Directors

Relevant details of the Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended, read with Secretarial Standards-2 on General Meetings are provided in **Annexure A** to the Explanatory Statement to the AGM Notice.

Notice (Contd.)

13. IEPF Disclosures

Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund Rules), 2016 ('the IEPF Rules'), during the year under review, no amount of Unclaimed dividend and corresponding equity shares were due to be transferred to IEPF account.

14. Voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by CDSL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.waareertl.com.

The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. and National Stock Exchange India Limited at www.nseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e., www.evotingindia.com.

AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19 2024 and General Circular No. 03/2025 dated September 22, 2025.

15. The instructions for shareholders voting electronically are as under:

(i) The remote e-Voting period begins on Sunday, September 20, 2026 (9.00 a.m.) and ends on Tuesday, September 22, 2026 (5.00 p.m.). The remote e-Voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, September 16, 2026 may cast their vote electronically.

The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 16, 2026.

If a person was a member as on the date of dispatch of the notice but has ceased to be a member as on the cut-off date i.e. Wednesday, September 16, 2026, he/she shall not be entitled to vote. Such person should treat this Notice for information purpose.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote on the meeting date.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the

Notice (Contd.)

public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

(iv) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforementioned SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL / NSDL / PURVA, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evoting Login. The system will authenticate the user by sending OTP on registered mobile number and email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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4. Next enter the Image Verification as displayed and click on Login.

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

(i) After entering these details appropriately, click on “SUBMIT” tab.

(ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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(xi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@waareertl.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER

a. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

c. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

e. Further the shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

f. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account

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number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

i. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

j. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESSES FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES/MOBILE NUMBER ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

(i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

(ii) For Demat shareholders - please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) +Update Email ID/Mobile Number to Company/RTA email id.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

16. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

i. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure.

ii. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis

iii. Members are encouraged to join the Meeting through Laptops for better experience

iv. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

v. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot

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may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

vi. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, email id, mobile number at info@waareertl.com. latest by Wednesday, September 16, 2026 (5:00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

17. Ms. Shruti Somani, Practicing Company Secretary (Membership No. ACS 49773 and Certificate of Practice No. 22487) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting at AGM, in a fair and transparent manner and she has communicated willingness to be appointed and shall be available for the same purpose.

18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The voting results along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchanges i.e., BSE Limited and National Stock Exchange India Limited (NSE) within two working days of conclusion of the AGM by the Company.

19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing.

The results shall also be uploaded on the BSE Listing Portal and NEAPS (NSE Portal).

20. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the 27th Annual General Meeting i.e., Wednesday, September 23, 2026.

21. The recorded transcript of the meeting shall be made available as soon as possible on the website of the Company

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AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESSES MENTIONED UNDER ITEM NUMBERS 4, 5, 6, 7 AND 8 OF THE ACCOMPANYING NOTICE DATED AUGUST 27, 2026

Item No. 4

In line with the regulatory changes, Companies Act and with various directives issued by Reserve Bank of India, from time to time, and in pursuance of the financing documents of the Company, the Company is required to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder to enable the Banks and Financial Institutions (hereinafter referred to as the "Lenders") to convert the outstanding debt or any other financial assistance categorized as debt (hereinafter referred to as the "Financial Assistance"), in foreign currency or Indian Rupee, already availed or to be availed from the Lenders or as may be availed from the Lenders, from time to time, upon the occurrence of an event of default or in accordance with the applicable regulations of the Reserve Bank of India, and/ or any regulations, guidelines or circulars issued in addition or substitution thereof, as amended or modified from time to time, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable laws at the time of such conversion.

For the purposes of such Borrowings, the Company may, from time to time, be required to execute financing documents, which provides for an enabling option to the Lenders, to convert the whole or any part of such outstanding Financial Assistance (comprising loans, debentures or any other financial assistance categorised as loans), into fully paid-up Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the item no. 4 of the Notice, to enable the Lenders, in terms of the lending arrangements, entered/ to be entered and as may be specified by the Banks/ Financial Institutions and anybody corporate entity(ies) under the financing documents already executed or to be executed in respect of the Financial Assistance availed/ to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistance into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

The Company hereby clarifies that this resolution is merely an enabling resolution and there are no proposals of conversion of loan into Equity, either pending or envisaged currently.

The Board recommends passing Resolutions as stated at Item No. 4 of the Notice for approval of the members of the Company as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid special resolution set out at Item No. 4 of this Notice, save and except to the extent of their Directorship/ Shareholding, if any, in the entity mentioned in the said resolution.

Item No. 5, 6, 7 & 8

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

With recent amendment in SEBI Listing Regulations effective from December 19, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) –

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Consolidated Turnover of listed entity	Material RPT Thresholds
Upto ₹ 20,000 crore	10% of the annual consolidated turnover of listed entity
More than ₹ 20,000 crore to ₹ 40,000 crore	₹ 2,000 crore + 5% of consolidated turnover of listed entity above ₹ 20,000 crore
More than ₹ 40,000 crore	₹ 3,000 crore + 2.5% of consolidated turnover of listed entity above ₹ 40,000 crore or ₹ 5,000 crore, whichever is lower

Further, the definition of Related Party Transaction as per Regulation 2(1) (zc) of the SEBI Listing Regulations includes the transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand.

The Company proposes to enter with related party transaction with Waaree Energies Limited, Parent Company, Waaree Forever Energies Private Limited, Wholly Owned Subsidiary of Parent Company, Waaneep Solar One Private Limited, Wholly Owned Subsidiary of Parent Company and Lumina Greentech Private Limited, Step Down Subsidiary of Parent Company for a period of one year from the conclusion of 27th Annual General Meeting as mentioned in item nos. 5, 6, 7 and 8 of this Notice, details of which are given in the explanatory statement, on mutually agreed terms and conditions, and the aggregate of such transaction(s), is expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements/transactions. Further the transaction with Waaneep Solar One Private Limited and Lumina Greentech Private Limited being sought on an enabling basis to facilitate the sale of goods and/or provision of services to the Related Party, as and when required, during the relevant period.

The proposed limit has been determined considering the anticipated business requirements, expected business volumes and the nature and scale of operations of the Company and the Related Party. The transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis and in accordance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The approval is sought as an enabling approval and does not constitute a commitment or obligation to undertake transactions up to the approved limit. Actual transactions shall be entered into only to the extent required based on business requirements and shall be subject to the applicable internal, statutory and regulatory approvals.

The proposed transactions are expected to support the Company's ongoing business operations and facilitate timely execution of business requirements with the Related Party.

The Audit Committee of the Company, on the basis of relevant details provided by the management, as required under the SEBI Circular dated June 26, 2025 and revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions ("RPT Industry Standards"), has reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

The Board, based on the recommendation of the Audit Committee, recommends the ordinary resolution proposed at Item No. 5, 6, 7 and 8 of this Notice for the Members' approval.

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The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as

defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the said resolutions.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Pujan Doshi, Managing Director, Mr. Hitesh Mehta and Mr. Viren Doshi, Directors of the Company and their relatives, are in any way concerned or interested in the aforesaid ordinary resolution set out at Item No. 5, 6, 7 and 8 of this Notice, save and except to the extent of their Directorship/ Shareholding, if any, in the entity mentioned in the said resolution.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular and revised Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are given in "**Annexure B, Annexure C, Annexure D and Annexure E** respectively".

By Order of the Board
For **Waaree Renewable Technologies Limited**

Sd/-
Pujan Doshi
DIN: 07063863
Managing Director

Registered Office:
504, Western Edge-I,
Off: Western Express Highway,
Borivali (E), Mumbai-400066

Place: Mumbai
Date: August 27, 2026

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ANNEXURE A (FOR ITEM NUMBER 2)

Details of the Directors seeking appointment/re-appointment in pursuance of the Companies Act, 2013 and the SEBI Listing Regulations read with Secretarial Standards-2 on General Meetings, as applicable.

1.	**Name of the Director**	**Mr. Sunil Rathi**
	DIN	08036090
	Designation	Whole-Time Director
	Age	55 years
	Qualification	Bachelor's degree in Electronics Engineering and Master's Degree in Business Administration
	Date of first Appointment on the Board of the Company	28/03/2023
	Brief Resume along with Justification note	Mr. Sunil Rathi holds a BE degree in Electronics and an MBA degree in Marketing from ITM, Mumbai. He has more than three decades of experience in sales and marketing and has previously been associated with companies such as Vikram Solar Pvt Ltd, Waaree Energies Ltd, Powernetics Ltd, Control Prints Ltd, and Aplab Ltd.
	Relationship with Directors and other Key Managerial Personnel interse	None
	Expertise in specific functional areas	Vast Experience in Sales and Marketing
	Terms and conditions of appointment or re-appointment	Mr. Sunil Rathi is a Whole-Time Director of the Company, liable to retire by rotation.
	No. of Board Meetings attended during the year	06 Board Meetings and 02 Adjourned Meetings
	Directorships held in other Companies	All India Solar Industries Association, Waaree Energies Middle East FZE and Sunsational Power Private Limited
	Last Remuneration drawn	Nil
	Details of remuneration sought to be paid	Nil
	Name of the listed entities from which the person has resigned in last three years	None
	Chairman/Member of the Committee of the Board of Directors in other Companies as on 31st March 2026	Refer to Report on Corporate Governance
	Number of Shares held in the Company	NIL

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Pursuant to the SEBI Circular dated 26th June, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided as under:

ANNEXURE B (FOR ITEM NUMBER 5)

Sr. No.	Particulars of the information	Details
A.	**Details of the related party and transactions with the related party**	
A.1.	**Basic details of the related party**	
1.	Name of the related party	Waaree Energies Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Waaree Energies Limited is engaged in the manufacturing of solar photovoltaic (PV) modules and cells, development of renewable energy infrastructure, and the supply of integrated clean energy solutions, including energy storage systems, green hydrogen, and the sale of electricity.
A.2.	**Relationship and ownership of the related party**	
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Parent Company
5.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
6.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	No
7.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	74.30%
A.3.	**Details of previous transactions with the related party**	
8.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during last financial year. Note: Details need to be disclosed separately for listed entity and its subsidiary.	**FY 2025-26** a. Reimbursement of Expenses: ₹ 2.86 Cr. b. Rent Expenses: ₹ 2.68Cr. c. Security Deposit: ₹ 0.21 Cr. d. Loan Taken: ₹ 88.00 Cr. e. Loan Repaid: ₹ 28.00 Cr. f. Interest Expenses: ₹ 1.80 Cr. g. Sale of goods/services: ₹ 179.40 Cr. h. Purchases: ₹ 731. 57 Cr.

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Sr. No.	Particulars of the information	Details
9.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year upto the quarter immediately preceding the quarter in which the approval is sought	**April 2026 to June 2026** a. Reimbursement of Expenses: ₹ 1.65 Cr. b. Rent Expenses: ₹ 1.02 Cr. c. Loan Taken: ₹ 35.00 Cr. d. Interest Expenses: ₹ 1.84 Cr. e. Sale of goods/services: ₹ 2.94 Cr. f. Purchases: ₹ 150.31 Cr.
10.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
A.4.	**Amount of the proposed transactions**	
11.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/Shareholders.	₹ 746.80 Cr.
12.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
13.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	22.42%
14.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
15.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	2.81%
16.	Financial Performance of the Related Party for the immediately preceding Financial Year The information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	**FY 2025-26** i. Turnover: ₹ 20,990.51 Cr. j. Profit After Tax: ₹ 3,762.46 Cr. k. Networth: ₹ 13,129.66 Cr.
A.5.	**Basic Details of the proposed transaction**	
17.	Specific type of the proposed transaction (e.g. Sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase/Sale of Goods/ Services, Availing of Loan, availing Guarantee and availing Security, Interest Expense, Electricity & Other Reimbursement of Expense, Rent, Common Manpower Cost Allocation
18.	Details of each type of proposed transaction	Purchase of Goods/ Services- ₹ 400 Cr. Sale of Goods/ Services- ₹ 20 Cr. Availing of Loan, availing Guarantee and availing Security- ₹ 250 Cr. Interest Expense- ₹ 60 Cr. Electricity & Other Reimbursement of Expense- ₹ 6 Cr. Rent- ₹ 4.80 Cr. Common Manpower Cost Allocation- ₹ 6 Cr.

Notice (Contd.)

Sr. No.	Particulars of the information	Details
19.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year from conclusion of 27th AGM
20.	Whether omnibus approval is being sought?	Yes
21.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	NA
22.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transaction supports regular business operations and specific operational requirements of the listed entity, and the loan shall be availed based on the requirement for the growth of the business
23.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control	
	a. Name of the director / KMP	Mr. Pujan Doshi, Mr. Viren Doshi and Mr. Hitesh Mehta Directors of the Company, are also either promoter, shareholders or Director in holding Company.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Hitesh Mehta- 18,16,988 equity shares, 0.63%
24.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	--
25.	Other information relevant for decision making.	--
B.1	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
26.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
27.	Basis of determination of price	Quotation/Comparable Work Order/Project
28.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: c. Amount of Trade advance d. Tenure e. Whether same is self-liquidating?	NA
B.5	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**	
29.	Material covenants of the proposed transaction	_ _
30.	Interest rate (in terms of numerical value or base rate and applicable spread)	10%
31.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Nil --
32.	Maturity / due date	On Demand
33.	Repayment schedule & terms	On Demand
34.	Whether secured or unsecured?	Unsecured
35.	If secured, the nature of security & security coverage ratio	NA
36.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Business Operation

Notice (Contd.)

Sr. No.	Particulars of the information	Details
C.4.	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**	
37.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	0.09
	b. After transaction*	0.36
38.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	5.80
	b. After transaction*	5.04

*The ratios are calculated restricted to the proposed loan transaction

ANNEXURE C (FOR ITEM NUMBER 6)

Sr. No.	Particulars of the information	Details
A.	**Details of the related party and transactions with the related party**	
A.1.	**Basic details of the related party**	
1.	Name of the related party	Waaree Forever Energies Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	The Company is engaged in the business of developing, owning, and operating power generation projects as an Independent Power Producer (IPP).
A.2.	**Relationship and ownership of the related party**	
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Wholly Owned Subsidiary of Parent Company
5.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
6.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	No
7.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Nil
A.3.	**Details of previous transactions with the related party**	
8.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during last financial year. Note: Details need to be disclosed separately for listed entity and its subsidiary.	**FY 2025-26** a. Reimbursement of Expenses- ₹ 0.27 Cr. b. Sale of goods and services- ₹ 60.23 Cr.

Notice (Contd.)

Sr. No.	Particulars of the information	Details
9.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year upto the quarter immediately preceding the quarter in which the approval is sought	**April 2026 to June 2026** a. Sale of goods and services- ₹ 246.28 Cr.
10.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
A.4.	**Amount of the proposed transactions**	
11.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/Shareholders.	₹ 1000.40 Cr.
12.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
13.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	30.03%
14.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
15.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil
16.	Financial Performance of the Related Party for the immediately preceding Financial Year The information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	**FY 2025-26** a. Turnover: Nil b. Profit After Tax: ₹ (44.18) Cr. c. Networth: ₹ (55.26) Cr.
A.5.	**Basic Details of the proposed transaction**	
17.	Specific type of the proposed transaction (e.g. Sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Sales of goods/services, Reimbursement of Expenses
18.	Details of each type of proposed transaction	Sales of goods/services- Rs. 1000 Cr. Reimbursement of Expenses- 0.4 Cr.
19.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year from conclusion of 27th AGM
20.	Whether omnibus approval is being sought?	Yes
21.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	NA
22.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are in the ordinary course of business and will support the Company's regular business operations by enabling the sale of goods/ services to its group company and generating revenue for the Company

Notice (Contd.)

Sr. No.	Particulars of the information	Details
23.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control	Mr. Pujan Doshi, Managing Directors of the Company, is the Director Waaree Forever Energies Private Limited. Mr. Viren Doshi who is on Board of Waaree Renewable Technologies Limited is also relative of Mr. Pujan Doshi. Waaree Energies Limited as Waaree Forever Energies Private Limited is it subsidiary. Mr. Hitesh Mehta serves as a Director on the Boards of Waaree Renewable Technologies Limited (WRTL) and Waaree Energies Limited (WEL). On account of Hitesh Mehta being on Board of WEL and WFEPL being the subsidiary of WEL, Hitesh Mehta is considered to be related party.
	a. Name of the director / KMP	Same as above
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Pujan Doshi- 0.01%
24.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	--
25.	Other information relevant for decision making.	--
B.1	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
26.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
27.	Basis of determination of price	Comparable Work Order/Project
28.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	NA

Notice (Contd.)

ANNEXURE D (FOR ITEM NUMBER 7)

Sr. No.	Particulars of the information	Details
A.	**Details of the related party and transactions with the related party**	
A.1.	**Basic details of the related party**	
1.	Name of the related party	Waaneep Solar One Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	To carry on the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, manufacturing, transmitting, distributing, supplying, exchanging or otherwise dealing in all aspects of Thermal, Hydro, Nuclear, Solar, Wind power and power generated through Non-conventional/ Renewable Energy sources including construction, generation, operation and maintenance, renovation and modernization of Power Stations, Gas Turbine, W ind Farms Projects and also to utilization / sale / supply of steam and ash generated at power stations and other by products and install, operate and manage all necessary plants, items equipment, cables, wires, lines, establishments and works in India and abroad.
A.2.	**Relationship and ownership of the related party**	
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Wholly Owned Subsidiary of Parent Company
5.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
6.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	No
7.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Nil
A.3.	**Details of previous transactions with the related party**	
8.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during last financial year. Note: Details need to be disclosed separately for listed entity and its subsidiary.	Nil
9.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year upto the quarter immediately preceding the quarter in which the approval is sought	Nil
10.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil

Notice (Contd.)

Sr. No.	Particulars of the information	Details
A.4.	**Amount of the proposed transactions**	
11.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/Shareholders.	₹ 500 Cr.
12.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
13.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	15.01%
14.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
15.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil
16.	Financial Performance of the Related Party for the immediately preceding Financial Year The information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	**FY 2025-26** a. Turnover: Nil b. Profit After Tax: ₹ (3.40) Cr. c. Networth: ₹ (3.88) Cr.
A.5.	**Basic Details of the proposed transaction**	
17.	Specific type of the proposed transaction (e.g. Sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods/ Services
18.	Details of each type of proposed transaction	Sale of Goods/ Services- ₹ 500 Cr.
19.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year from conclusion of 27th AGM
20.	Whether omnibus approval is being sought?	Yes
21.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	NA
22.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are in the ordinary course of business and will support the Company's regular business operations by enabling the sale of goods/ services to its group company and generating revenue for the Company.
23.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control	Mr. Hitesh Mehta, Mr. Viren Doshi, Whole Time Directors of the Company, are the Director in Waaneep Solar One Private Limited and Mr. Pujan Doshi who is on Board of Waaree Renewable Technologies Limited is also relative of Mr. Viren Doshi. Waaree Energies Limited as Waaneep Solar One Private Limited is it subsidiary
	a. Name of the director / KMP	Same as above
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Hitesh Mehta- 0.01%

Notice (Contd.)

Sr. No.	Particulars of the information	Details
24.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	--
25.	Other information relevant for decision making.	--
B.1	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
26.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
27.	Basis of determination of price	Comparable Work Order/Project
28.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	NA

ANNEXURE E (FOR ITEM NUMBER 8)

Sr. No.	Particulars of the information	Details
A.	**Details of the related party and transactions with the related party**	
A.1.	**Basic details of the related party**	
1.	Name of the related party	Lumina Greentech Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	To Carry on the business of generating , trading, purchasing, marketing, selling, importing, exporting, producing, transmitting, distributing, supplying, exchanging or otherwise dealing in all aspects of Thermal, Hydro, Nuclear, Solar, Wind power and power generated through nonconventional/ Renewable Energy sources including, Construction, generation, operation, and Maintenance , renovation and modernization of power station, Gas Turbine, Wind Farms Projects and also to utilization sale/supply of steam and ash generated at power stations and other by-products and install, operate and manage all necessary plants, items equipment, cables, wires, lines, establishments and work in India and abroad.
A.2.	**Relationship and ownership of the related party**	
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Step Down Subsidiary of Parent Company
5.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil

Notice (Contd.)

Sr. No.	Particulars of the information	Details
6.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	No
7.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Nil
A.3.	**Details of previous transactions with the related party**	
8.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during last financial year. Note: Details need to be disclosed separately for listed entity and its subsidiary.	Nil
9.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year upto the quarter immediately preceding the quarter in which the approval is sought	Nil
10.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
A.4.	**Amount of the proposed transactions**	
11.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/Shareholders.	₹ 550 Cr.
12.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
13.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	16.51%
14.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
15.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil

Notice (Contd.)

Sr. No.	Particulars of the information	Details
16.	Financial Performance of the Related Party for the immediately preceding Financial Year The information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	**FY 2025-26** d. Turnover: Nil e. Profit After Tax: ₹ (0.0025) Cr. f. Networth: ₹ (0.0075) Cr.
A.5.	**Basic Details of the proposed transaction**	
17.	Specific type of the proposed transaction (e.g. Sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods/ Services
18.	Details of each type of proposed transaction	Sale of Goods/ Services- ₹ 550 Cr.
19.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year from conclusion of 27th AGM
20.	Whether omnibus approval is being sought?	Yes
21.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	NA
22.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are in the ordinary course of business and will support the Company's regular business operations by enabling the sale of goods/ services to its group company and generating revenue for the Company.
23.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control	Waaree Energies Limited, Mr. Hitesh Mehta, Mr. Viren Doshi and Mr. Pujan Doshi
	a. Name of the director / KMP	Same as above
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	--
24.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	--
25.	Other information relevant for decision making.	--
B.1	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
26.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
27.	Basis of determination of price	Comparable Work Order/Project
28.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	NA

Notice (Contd.)

Pursuant to Regulation 36(5) of the Listing Regulations, the following details are mentioned below for the information of members:

Sr. No.	Particulars	Details
1.	Proposed audit fee payable to auditors for 2026-27	₹ 25 Lakhs
2.	Terms of appointment	The Statutory Auditors would be appointed for period of five consecutive years commencing from FY 2026-27 till FY 2030-31.
3.	Material change in fee payable	Not Applicable
4.	Basis of recommendation and auditor credentials	The Audit Committee and the Board of Directors, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Act and past working experience, at its meeting held on April 16 2026, had recommended the re-appointment of KKC & Associates LLP as Statutory Auditors of the Company
5.	Brief Profile	M / s. KKC & Associates LLP is an 89-yearold Mumbai based firm having branch offices at Bengaluru, Pune, and Ahmedabad. Their team comprises over 400+ dedicated professionals guided by 18 partners and serve a wide spectrum of clients, including multinational companies (MNCs), Banks, NBFC's, large corporations, small and medium-sized enterprises (SMEs), and owner managed businesses.

By Order of the Board
For **Waaree Renewable Technologies Limited**

Sd/-
Pujan Doshi
DIN: 07063863
Managing Director

Registered Office:
504, Western Edge-I,
Off: Western Express Highway,
Borivali (E), Mumbai-400066

Place: Mumbai
Date: August 27, 2026