WAAREE®
One with the Sun

**September 02, 2026**

To
The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
**Scrip Code: 544277**

To
The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G,
Bandra - Kurla Complex, Bandra (East)
Mumbai - 400 051
**Trading Symbol: WAAREEENER**

**Sub**: **Notice of the 36th Annual General Meeting**.

Dear Sir/Ma'am,

With reference to the captioned subject, this is to inform you that the 36th Annual General Meeting ("AGM") of the Company for the Financial Year 2025-26 is scheduled to be held on Thursday, September 24, 2026 at 11:00 A.M (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility.

Pursuant to Regulations 30 of the Securities Exchange Board of India (Listing Obligations and Disclossure Requirements) Regulations, 2015, enclosed herewith is the Notice of the 36th Annual General Meeting of the Company.

Please take the same on your records.

Thanking you,

Yours faithfully**,**

For **Waaree Energies Limited**
RAJESH GHANSHYAM GAUR
Digitally signed by RAJESH GHANSHYAM GAUR
Date: 2026.09.02 20:58:08 +05'30'
**Rajesh Ghanshyam Gaur**
**Company Secretary & Compliance Officer**
**M.No. A34629**

# Notice of 36th Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT THE 36th ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF WAAREE ENERGIES LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 24, 2026 AT 11:00 A.M.THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESSES. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 602, WESTERN EDGE I, WESTERN EXPRESS HIGHWAY, BORIVALI EAST, MUMBAI – 400066, MAHARASHTRA.**

## ORDINARY BUSINESS

To consider and if thought fit, pass the following resolutions as Ordinary Resolutions:

1. **To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon:**

   "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the report of Auditors thereon:**

   "**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, and the report of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

3. **To declare dividend on equity shares for the financial year ended March 31, 2026:**

   "**RESOLVED THAT** the final dividend at the rate of ₹ 2/- (Rupees Two only) per equity share of ₹ 10/- (Rupees Ten only) each fully paid-up of the Company (i.e. 20% on the face value), as recommended by the Board of Directors for the financial year ended March 31, 2026, be and is hereby declared and the same be paid out of the profits of the Company."

4. **To appoint a director in place of Mr. Viren Chimanlal Doshi (DIN:00207121), who retires by rotation and being eligible, offers himself for re-appointment:**

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Viren Chimanlal Doshi (DIN:00207121), Whole – Time Director, who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESS:

5. **Ratification of Cost Auditors Remuneration for FY 2026-27.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the remuneration of ₹ 1,30,000 (Rupees One Lakh Thirty Thousand Only) with reimbursement of out of pocket expenses at actual cost and GST (as applicable) approved by the Board of Directors payable to, M/s V. J Talati & Co, Cost Accountants, bearing Firm Registration Number R0021, who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of cost records maintained by the Company for the Financial Year 2026-2027, be and is hereby ratified.

   **RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

6. **Appointment of Ms. Mona Bhide (DIN:05203026) as an Independent Director of the Company:**

   To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

   **"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and 25 and other relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 approval of the members of the Company be and is hereby accorded for appointment of Ms. Mona Bhide (DIN:05203026) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from August 30, 2026 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose her as a candidate for the office of the Director and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Independent Director of the Company, who shall hold office for a period of 5 years from the date of appointment i.e. August 30, 2026 to August 29, 2031 and whose office shall not be liable to retire by rotation.

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

**Registered Office**

602, 6th Floor, Western Edge - I,
Western Express Highway,
Borivali (East), Mumbai – 400 066

**CIN No.:** L29248MH1990PLC059463

**Date:** August 29, 2026

**Place:** Mumbai

For and on behalf of the Board of Directors

**Waaree Energies Limited**

**Sd/-**

**Rajesh Gaur**

**Company Secretary & Compliance Officer**

**M. No- A34629**

## NOTES:

1. The Ministry of Corporate Affairs ("**MCA**") has, vide its circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022, 10/2022, 09/2023, 09/2024, the latest being 03/2025 dated September 22, 2025, (collectively referred to as "**MCA Circulars**"), and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other applicable circulars issued in this regard, (hereinafter collectively referred to as "**the Circulars**") permitted convening the Annual General Meeting ("**AGM**" / "**Meeting**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Notice of the 36th AGM ("Notice") was approved by the Board of Directors at its meeting held on August 29, 2026 and the Company Secretary was authorized to issue Notice.

3. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

   Members attending the AGM through VC will be considered for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("Act").

   Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. In compliance with the provisions of Section 113 of the Act, Corporate/ Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF/JPG format) of the board resolution/ power of attorney/authority letter etc. to the Scrutiniser at e-mail id: scrutinisers@mmjc.in with copy marked to the Company at investorrelations@waaree.com and to the RTA at enotices@in.mpms.mufg.com to attend the AGM through VC and to vote through remote electronic voting ("e-voting").

5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their nominations, change in name, change in address, contact numbers etc. to their Depository Participant.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the Certificate from the secretarial auditor of the Company under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection in electronic mode by the members during the AGM. All documents referred to in the Notice will also be available for inspection in electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM on September 24, 2026 during business hours. Members seeking to inspect such documents may send a request on the email id investorrelations@waaree.com at least one working day before the date on which they intend to inspect the document.

8. The business set out in the Notice will be transacted through an electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 16

9. Members seeking any information/desirous of asking any questions at the Meeting about the accounts or any matter to be placed at the Meeting are requested to send email to the Company at investorrelations@waaree.com at least 7 days before the Meeting. The same will be replied by the Company suitably.

10. Details of Directors retiring by rotation / seeking re-appointment at this Meeting are provided in the "Annexure I & II" to the Notice.

11. In compliance with the MCA Circular, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Registrar and Share Transfer Agent/Depository Participants/ Depositories A letter providing the web – link, including the path where the Annual Report and the Notice of the AGM for the Financial Year 2025 – 26 is available, will be sent to those members whose E-mail address is not with the Company/Depository Participant(s)/RTA. Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at www.waaree.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and Registrar and Share Transfer Agent, MUFG Intime India Private Limited https://instavote.linkintime.co.in. The transcript of the meeting, shall be made available as soon as possible on the website of the Company.

12. Members who would like to express their views or ask questions during the AGM may register themselves by sending email at investorrelations@waaree.com mentioning their name, demat account number, email id, phone number. The Speaker Registration will be open from **Thursday, September 10, 2026** to **Thursday, September 17, 2026**. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

13. All shareholders attending the AGM will have the option to post their comments/queries through a dedicated Chat box that will be available below the Meeting Screen.

14. Members will be allowed to attend the AGM through VC/OAVM on first come, first served basis.

15. **Record Date and Dividend:**

    The dividend for the year ended March 31, 2026 as recommended by the Board, upon declaration at the AGM, will be paid to those members whose names will appear in the Register of Members on the record date i.e., as at the close of business hours on **Friday, September 11, 2026** ("Record Date").

    Members may please note that, in accordance with the direction of the Stock Exchanges, bank details as furnished by the respective depositories will be used for the purpose of distribution of dividend.

    As per the prevailing provisions under the Income Tax Act, 1961, dividend paid or distributed by the Company shall be taxable in the hands of the Members. The Company shall therefore be required to deduct tax at source (TDS) at the prescribed rates at the time of making the payment of dividend to the Members.

16. Information and other instructions relating to e-voting are as under:

    The remote e-voting facility will be available during the following period:

    **Commencement of e-voting:** From 9:00 a.m. (IST) on Sunday, September 20, 2026.

    **End of e-voting:** Up to 5:00 p.m. (IST) on Wednesday, September 23, 2026.

    The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.

    Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and MCA Circulars and SEBI Circular the Company is pleased to provide its Members with the facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

    The Company has engaged the services of MUFG Intime India Private Limited (formerly known as

Link Intime India Private Limited) to provide remote e-voting facility to the Members.

In addition, the facility for voting through electronic voting system will also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting will be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote at the meeting.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the **cut-off date**, i.e., **Thursday, September 17, 2026**. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e., Thursday, September 17, 2026 only shall be entitled to avail the facility of e-voting.

Members who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Thursday, September 17, 2026; such Member may obtain the User ID and password by sending a request at enotices@in.mpms.mufg.com.

The Board of Directors of the Company has appointed M/s. Makarand M. Joshi & Co., a Practicing Company Secretary firm, Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer, after scrutinizing the votes, will, not later than two working days from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.waaree.com and on the website of the e-voting agency i.e. MUFG Intime India Private Limited at https://instavote.linkintime.co.in. The results will also be communicated to the stock exchanges.

Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e September 24, 2026.

**Remote e-Voting Instructions for shareholders:**
In terms of SEBI circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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 correctly in their demat accounts to access remote e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

## 1. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

**METHOD 1 - NSDL OTP based login**

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - NSDL IDeAS Facility**

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com/ and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com/ and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

| | |
|---|---|
| Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. | Google Play App Store |

### METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com/

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## 2. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

### METHOD 1 – CDSL E-VOTING PAGE

a) Visit URL: https://www.cdslindia.com/.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG Intime India Private Limited. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### METHOD 2 – CDSL EASI/EASIEST FACILITY

#### Shareholders registered for Easi/ Easiest facility

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG Intime India Private Limited. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### Shareholders not registered for Easi/ Easiest facility

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

## 3. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANTS

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through “e-voting” option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Login method for shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

#### STEP 1: LOGIN/SIGNUP on INSTAVOTE

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Login” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

1. User ID: Enter User ID

2. Password: Enter existing Password

3. Enter Image Verification (CAPTCHA) Code

4. Click “Submit”.

(Home page of e-voting will open.

Follow the process given under "Steps to cast vote for Resolutions”)

| InstaVote USER ID | |
|---|---|
| NSDL | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
| CDSL | User ID is 16 Digit Beneficiary ID. |
| Shares held in physical form | User ID is Event No + Folio no. registered with the Company |

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. **User ID:** Enter User ID

| InstaVote USER ID | |
|---|---|
| NSDL | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
| CDSL | User ID is 16 Digit Beneficiary ID. |
| Shares held in physical form | User ID is Event No + Folio no. registered with the Company |

2. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

3. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)

4. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders, holding shares in NSDL form, shall provide ‘point 4’ above.
- Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.
- Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point

4', shall provide their Folio number in 'point 4' above

5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

### STEP 2: STEPS TO CAST VOTE FOR RESOLUTIONS THROUGH INSTAVOTE

A) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B) Select 'View' icon. E-voting page will appear.

C) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**NOTE**: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body Corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

## 4. GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS

### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: https://instavote.linkintime.co.in/

b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

### STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in/ and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

   - 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
   - 'Investor's Name - Enter Investor's Name as updated with DP.
   - 'Investor PAN' - Enter your 10-digit PAN.
   - 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**NOTE**: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

D. Further, Custodians and Mutual Funds shall also upload specimen signatures.

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

### STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in/ and login with InstaVote Login credentials.

b) Click on "**Votes Entry**" tab under the Menu section.

c) Enter the "**Event No.**" for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "**16-digit Demat Account No.**".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in/ and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**NOTE: Non-Individual Body Corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at scrutinisers@mmjc.in with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at investorrelations@waaree.com.

### HELPDESK:

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

**Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

**Forgot Password:**

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Further Click on "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab

- Further Click on "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

**General Instructions - Shareholders**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF WAAREE ENERGIES LIMITED.

### ITEM NO. 5

The Company is required to have the audit of its cost records which has to be conducted by a Cost Accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ("**the Rules**"). The Board, on the recommendation of the Audit Committee, has approved the re – appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2026-27 as per the following details:

| Sr. no | Name of the cost auditor | Audit fees |
|---|---|---|
| 1 | M/s V. J TALATI & Co | 1,30,000 |

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, the consent of the members is sought to pass an Ordinary Resolution as set out in item no. 5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-27.

The Board recommends the Ordinary Resolution set out in item no. 5 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution set out in item no. 5 of the accompanying notice.

### ITEM NO. 6

Based on the recommendation of the Nomination & Remuneration Committee ("**NRC**"), the Board of Directors at its meeting held on August 29, 2026, appointed Ms. Mona Bhide (DIN: 05203026) as an Additional Director of the Company with effect from August 30, 2026 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act").

The Board of Directors, at the same meeting, as per the recommendations of the NRC and given the knowledge, background, experience of Ms. Bhide, decided that it would be in the best interest of the Company to appoint her on the Board as an Independent Director as she fulfills the requisite criteria laid down by the Board in the Company's Nomination and Remuneration Policy for appointment as an Independent Director of the Company and as required in the context of the Company's business and sector it operates in. In view of the same, the Board of Directors appointed Ms. Bhide as an Independent Director of the Company for a period of 5 (Five) years, commencing from August 30, 2026 till August 29, 2031 subject to the approval of the Members of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Ms. Mona Bhide for the office of Director of the Company. Ms. Bhide has conveyed her consent to act as an Independent Director of the Company and has also confirmed that she is not disqualified from being appointed as Director set out in terms of Section 164 of the Companies Act 2013. She has also given a declaration to the company that she meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any such authority.

In the opinion of the Board, Ms. Bhide is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the Management.

Therefore, having received the requisite notice under section 160 of the Act, it is proposed to seek approval of shareholders by way of a Special Resolution for appointment of Ms. Bhide as an Independent Director for a period of five consecutive years, i.e., with effect August 30, 2026 till August 29, 2031.

The Company has also received other necessary disclosures from Ms. Bhide.

Accordingly, it is proposed to appoint Ms. Mona Bhide as an Independent Director of the Company not liable to retire by rotation.

As per the provisions of Sections 149, 152, of the Act and the Rules thereunder, an Independent Director can be appointed with the approval of the Members in the General Meeting. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, her appointment as a Non-Executive Independent Director also requires approval of the shareholders as per provisions of the Companies Act, 2013. Accordingly, approval of the shareholders is being sought for the regularization of the appointment of Ms. Mona Bhide as an Independent Director of the Company.

**Brief Profile: -**

Ms. Mona Bhide is the Managing Partner of Dave & Girish & Co., Advocates, a full-service law firm based in Mumbai specialising in corporate law, securities law, cross-border banking, structured finance and derivatives, and dispute resolution and arbitration, including litigation before the High Court and the Supreme Court.

Ms. Bhide has been in legal practice since 1989. Her practice encompasses securities and banking transactions, capital markets, structured finance, securitisation, swaps and derivatives, mergers and acquisitions, and corporate restructuring, and she advises several multinational corporations, banks and financial institutions in these areas.

Ms. Bhide holds an LL.M. from Northwestern University School of Law, Chicago (with a Kellogg School specialisation in M&A, structured finance and securities law), an LL.B. from Mumbai University, and a B.Com from Mumbai University. She has also completed training programs on ISDA documentation (Singapore) and commodities trading (Mumbai).

She is the founder of Renuka Legal Assistance (since November 2013), a pro-bono legal-assistance initiative providing free legal aid to underprivileged women, children, the elderly and other vulnerable individuals.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure - II hereto and forms a part of this Notice.

Your Board of Directors recommends the Resolution at Item No. 6 for approval by the Members by way of Special Resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolutions set out at Item No. 6 of this Notice.

## Annexure I

### INFORMATION PURSUANT TO PARA 1.2.5 OF SECRETARIAL STANDARD 2, PERTAINING TO DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT FOR ITEM NO. 04

| | |
|---|---|
| **Name** | Mr. Viren Chimanlal Doshi |
| **Designation** | Whole – Time Director |
| **Director Identification Number (DIN)** | 00207121 |
| **Age** | 58 yrs |
| **Qualifications** | Higher secondary exams from the Maharashtra State Board of Secondary and Higher Secondary Education. |
| **Experience** | Mr. Viren Chimanlal Doshi has been associated with our Company since November 26, 2007 and is currently responsible for overseeing the engineering, procurement and construction of the solar projects of our Company, its Subsidiaries and other companies within the group. He has over 18 years of experience in the engineering industry. |
| **Terms and Conditions of Appointment** | Appointed as Whole Time Director |
| **Remuneration Last Drawn** | As per Corporate Governance Report |
| **Date of first Appointment on the Board** | 26/11/2007 |
| **Directorship in other Indian Companies** | 1. Omntec Waaree Atg Pvt. Ltd.<br>2. Waaree Infrastructure & Agritech Private Limited<br>3. Waaree Solar Private Limited<br>4. Indosolar Limited<br>5. Waaree Renewable Technologies Limited<br>6. Waaneep Solar One Private Limited<br>7. Waaree Green Data Centers Private Limited (formerly known as Sunsantional Energy Private Limited)<br>8. Sunsational Solar Private Limited<br>9. Waaree India Foundation<br>10. Waaree Power Private Limited<br>11. Waaree Green Aluminium Private Limited (formerly Known as Blue Rays Solar Private Limited)<br>12. Associated Power Structures Private Limited (formerly known as Associated Power Structures Limited) |
| **Chairman/ Member in the Committees of the Boards of companies in which he/she is a director*** | **Waaree Renewable Technologies Limited**<br>1. Member of Risk Management Committee.<br>2. Member of Corporate Social Responsibility Committee<br>3. Member of Finance Committee.<br>**Indosolar Limited**<br>1. Member of Stakeholder Relationship Committee.<br>2. Member of Corporate Social Responsibility Committee |
| **Number of shares held in the Company** | Nil |
| **Relationship, if any, with other Directors, Manager and other Key Managerial Personnel** | Mr. Viren Doshi is brother of Mr Hitesh Doshi (Chairman and MD) |
| **Position in Committees of Board of Directors of the Company** | Member of Stakeholders Relationship Committee |
| **Number of Board Meetings attended** | 10 |
| **Name of listed entities from which the Director has resigned in the past three years** | Nil |

**Annexure II**

## INFORMATION PURSUANT TO PARA 1.2.5 OF SECRETARIAL STANDARD 2, PERTAINING TO DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT FOR ITEM NO. 06

| | |
|---|---|
| **Name** | Ms. Mona Bhide |
| **Designation** | Independent Director |
| **Director Identification Number (DIN)** | 05203026 |
| **Age** | 63 years |
| **Qualifications** | Ms. Bhide holds an LL.M. from Northwestern University School of Law, Chicago (with a Kellogg School specialisation in M&A, structured finance and securities law), an LL.B. from Mumbai University, and a B.Com from Mumbai University. She has also completed training programs on ISDA documentation (Singapore) and commodities trading (Mumbai). |
| **Experience** | Ms. Mona Bhide is the Managing Partner of Dave & Girish & Co., Advocates,and has been in legal practice since 1989. Her practice encompasses securities and banking transactions, capital markets, structured finance, securitisation, swaps and derivatives, mergers and acquisitions, and corporate restructuring, and she advises several multinational corporations, banks and financial institutions in these areas. |
| **Terms and Conditions of Appointment** | Appointed as Additional Director, Designated as Non – Executive Independent Director, not liable to retire by rotation. |
| **Remuneration Last Drawn** | Not Applicable |
| **Date of first Appointment on the Board** | August 30, 2026 |
| **Directorship in other Indian Listed Companies** | 1. Vinati Organics Limited<br>2. Datamatics Global Services Limited<br>3. PCS Technology Limited<br>4. Benchmark Computer Solutions Limited<br>5. Federal Financial Services Limited |
| **Chairman/ Member in the Committees of the Boards of companies in which he/she is a director*** | **Vinati Organics Limited**<br>1. Chairperson of Risk Management Committee<br>2. Member of Audit Committee<br>3. Member of Nomination and Remuneration Committee<br>**Datamatics Global Services Limited**<br>1. Chairperson of Corporate Social Responsibility Committee<br>2. Chairperson of Stakeholder Relationship Committe<br>3. Member of Nomination and Remuneration Committee<br>4. Member of Audit Committee<br>5. Member of Risk Management Committee<br>**PCS Technology Limited**<br>1. Member of Audit Committee<br>2. Member of Corporate Social Responsibility Committee<br>3. Member of Stakeholder Relationship Committee<br>**Benchmark Computer Solutions Limited**<br>1. Chairperson of Audit Committee<br>2. Chairperson of Nomination and Remuneration Committee<br>3. Member of Stakeholder Relationship Committee<br>**Federal Financial Services Limited**<br>1. Chairperson of Corporate Social Responsibility Committee<br>2. Member of Nomination and Remuneration Committee<br>3. Member of Stakeholder Relationship Committee |

| | |
|---|---|
| **Number of shares held in the Company** | Nil |
| **Relationship, if any, with other Directors, Manager and other Key Managerial Personnel** | Not Applicable |
| **Position in Committees of Board of Directors of the Company** | Member - Nomination and Remuneration Committee |
| **Number of Board Meetings attended** | Not Applicable |
| **Name of listed entities from which the Director has resigned in the past three years** | Nil |

**Registered Office**

602, 6th Floor, Western Edge - I,
Western Express Highway,
Borivali (East), Mumbai – 400 066

**CIN No.:** L29248MH1990PLC059463

**Date:** August 29, 2026

**Place:** Mumbai

For and on behalf of the Board of Directors
**Waaree Energies Limited**

**Sd/-**
**Rajesh Gaur**
**Company Secretary & Compliance Officer**
**M. No- A34629**