

Date: 25.11.2024

<p>To, Listing Compliance Department National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot no. C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051</p> <p><u>Scrip Symbol: WEL</u> <u>ISIN: INE02WG01024</u></p>	<p>To, BSE Limited Corporate Relation Department 1st Floor, New Trading Ring Rotunga Building Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001</p> <p><u>Scrip Code: 543449</u></p>
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Sub: Postal Ballot Notice

Dear Sir/Madam,

Pursuant to the Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice, being sent to the members of the Company for taking approval through remote e-voting on the following Special Business items:

Sr.no	Description of Resolution	Type of Resolution
1	Appointment of Mr. Yogesh Anand (DIN: 00425775) as Director of the company	Special Resolution
2	Appointment of Mrs. Bhawna Saunkhiya (DIN: 10683032) as an Independent Director of the company.	Special Resolution

The remote e-voting period would commence from 9.00 a.m. (IST) on Tuesday, November 26, 2024, and ends at 5.00 p.m. (IST) on Wednesday, December 25, 2024.

The aforesaid information is also disclosed on the website of the company at www.wonderelectricals.com.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you

FOR WONDER ELECTRICALS LIMITED

Dhruv Kumar Jha
Company Secretary & Compliance Officer

Encl.: As above



FORMERLY KNOWN AS

WONDER FIBROMATS LIMITED

REGISTERED OFFICE: 45, GROUND FLOOR, OKHLA INDUSTRIAL ESTATE,
PHASE III, NEW DELHI - 110020 | PHONE 011-66058952

CIN: L31900DL2009PLC195174

INFO@WONDERELECTRICALS.COM

WWW.WONDERELECTRICALS.COM

NOTICE OF POSTAL BALLOT

Dear members,

NOTICE IS HEREBY GIVEN pursuant to and in compliance with the provisions of Sections 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (“SS-2”) and the relaxations and clarifications issued by Ministry of Corporate Affairs (“MCA”) vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020, Circular No: 02/2021 dated January 13, 2021, Circular No: 10/2021 dated June, 23, 2021 and Circular No: 20/2021 dated December, 08 2021 and Circular No. 3/ 2022 dated May 5, 2022, Circular No: 11/2022 dated December 28,2022 and Circular No: 09/2023 dated September 25, 2023, Circular No: 09/2024 dated September 19, 2024 (hereinafter collectively referred to as the “MCA Circulars”) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for seeking approval of the Shareholders of Wonder Electricals Limited (the “Company”) for the business set out hereunder through Postal Ballot by remote electronic voting process (“remote e-voting”).

S.no.	Particulars
1.	Appointment of Mr. Yogesh Anand (DIN: 00425775) as Director of the company.
2.	Appointment of Mrs. Bhawna Saunkhiya (DIN: 10683032) as an Independent Director of the company.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Notice

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (**‘Notice’**) is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (‘RTA’) / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited (‘NSDL’) for the purpose of providing remote e-voting facility to its Members.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on November 12th, 2024, has appointed Ms. Rubina Vohra, Proprietor, M/s. Rubina Vohra & Associates, practising Company Secretary, Noida (U.P.) (Membership No. F9277 and Certificate of Practice No. 10930), as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. She has communicated his willingness to be appointed and will be available for the said purpose.

PLANT NO. 1

KHASRA NO. 105-106, RAIPUR INDUSTRIAL AREA,
BHAGWANPUR, ROORKEE, UTTARAKHAND - 247667

PLANT NO. 2

PLOT NO. 4, INDUSTRIAL PARK, KUCHARAM VILLAGE,
MANOHARABAD MANDAL, MEDAK, TELANGANA - 502336

PLANT NO. 3

PLOT No. 33, SECTOR 8A, SIDCUL,
HARIDWAR, UTTARAKHAND, 249403

The remote e-voting period commences from **9.00 a.m. (IST) on Tuesday, November 26, 2024, and ends at 5.00 p.m. (IST) on Wednesday, December 25, 2024**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before **Friday, December 27 2024**. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.wonderelectricals.com and on the website of National Securities Depository Limited ("NSDL") <http://www.evoting.nsdl.com/>.

RESOLUTION:

ITEM NO.1- APPOINTMENT MR. YOGESH ANAND (DIN: 00425775) AS 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 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company and on the recommendation/approval of the Nomination and Remuneration Committee and Board of Directors, Mr. Yogesh Anand (DIN: 00425775), who was appointed as an Additional Director of the Company with effect from October 17, 2024, be and is hereby appointed/designated as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

ITEM NO.2- APPOINTMENT OF MRS. BHAWNA SAUNKHIYA (DIN: 10683032) 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and subject to such other approvals as may be necessary and pursuant to the recommendation of the Nomination and Remuneration Committee, Mrs. Bhawna Saunkhiya (DIN: 10683032) who was appointed as an Additional Director and designated as an Independent Director of the Company by the Board of Directors with effect from November 12, 2024 and who has submitted a Declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations along with her consent to such appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for the first term of 5 (five) consecutive years with effect from November 12, 2024 up to November 11, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

By Order of the Board of Directors

Date: 12.11.2024
Place: New Delhi

Sd/-
Dhruv Kumar Jha
Company Secretary & Compliance Officer

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**'the Act'**) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**).
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from KFin Technologies Limited, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on **Friday, November 22, 2024 ('Cut-Off date')** and whose email addresses are registered with the Company/ RTA/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **Cut-Off date i.e., Friday, November 22, 2024.**
3. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are mentioned in **Note No.11** of this Notice. A Member shall only avail this facility as per the instructions provided herein.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
5. The e-voting facility is available at the link – www.evoting.nsdl.com. The e-voting event number (EVEN) and the period of e-voting are set out below:

EVEN	Commencement of E-voting	End of E-voting
132245	Tuesday, November 26, 2024 9:00 AM (IST)	Wednesday, December 25, 2024 5:00 PM (IST)

During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.wonderelectricals.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com on which the Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.

8. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot Process i.e., **December 25, 2024**.
9. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., **Wednesday, December 25, 2024**. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

11. The instructions for remote e-voting by Members are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are 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

	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and

	<p>also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rassociatenoida@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney

/ Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-48867000 and 022-24997000 or send a request to or email your query at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. Please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), 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) to cs@wonderelectricals.com . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 of the accompanying Notice:

ITEM NO. 1:

The Board of Directors of the Company, pursuant to the recommendation of Nomination and Remuneration Committee of the Board and subject to the approval of the Members of the Company, appointed Mr. Yogesh Anand (DIN 00425775) as an Additional Director of the Company with effect from October 17, 2024, liable to retire by rotation. He holds office up to the date of the passing of this resolution pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and Article of the Articles of Association of the Company, subject to approval of the Members.

The Company has received notice in writing from a Member under Section 160 of the Act, proposing candidature of Mr. Yogesh Anand for the office of Director of the Company. Pursuant to the receipt of the aforesaid notice, Nomination and Remuneration Committee and the Board have recommended/ approved the appointment of Mr. Yogesh Anand as an Additional Director of the company,

Mr. Yogesh Anand is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is also not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (“SEBI”) or any other authority.

Before the appointment as Director Mr. Yogesh Anand was promoter & CFO of the company. he is holding a Postgraduate degree in Commerce. With over 45 years of experience in fan manufacturing and financial management, he oversees both financial operations and strategy and has overseen similar companies in the past.

No director, KMP or their relatives except Yogesh Anand, Harsh Kumar Anand and Jatin Anand, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

ITEM NO.2-:

Pursuant to the provisions of Section 149 read with Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors at their meeting held on November 12, 2024, based on the recommendation of the Nomination and Remuneration Committee appointed, Mrs. Bhawna Saunkhiya (DIN: 10683032) as an Additional Director, to hold office as an Independent Director (Non-Executive) of the Company for a period of 5 (five) consecutive years, commencing from November 12, 2024 to November 12, 2024 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members.

The Company has, received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing her candidature for the office of Director.

Bhawna Saunkhiya is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has given her consent to act as an Independent Director.

The Company has received a declaration from Mrs. Bhawna Saunkhiya confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules

framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In terms of Regulation 25(8) of the Listing Regulations, Mrs. Bhawna Saunkhiya has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Bhawna Saunkhiya has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The Board has assessed the veracity of the above declarations and other documents furnished by Mrs. Bhawna Saunkhiya.

In the opinion of the Board, Mrs. Bhawna Saunkhiya fulfils the conditions for appointment as an Independent Director of the Company as specified in the Act and the Listing Regulations. Mrs. Saunkhiya is independent of the Management and possesses appropriate skills, experience and knowledge.

She shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of the draft Letter of Appointment setting out the terms and conditions of the appointment of Mrs. Bhawna Saunkhiya as an Independent Director and all the relevant documents referred to in this Notice and Explanatory Statement, are available for inspection by the Members electronically up to the date of the conclusion of Postal Ballot. Members seeking to inspect the same can send an email cs@wonderelectricals.com.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section (“Annexure-1”) of this Notice.

No director, KMP or their relatives except Bhawna Saunkhiya, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

By Order of the Board of Directors

Date: 12.11.2024
Place: New Delhi

Sd/-
Dhruv Kumar Jha
Company Secretary & Compliance Officer

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial standards.

Name of the Director	Mr. Yogesh Anand	Mrs. Bhawna Saunkhiya
Director Identification Number	00425775	10683032
Category	Director	Independent Director
Date of Birth	27/04/1954	09/10/1989
Age	69 years	35 years
Nationality	Indian	Indian
Date of First Appointment on the Board	17/10/2024	12/11/2024
Relationship with Directors and KMPs	Brother of Mr. Harsh Kumar Anand And Father of Mr. Jatin Anand.	She is not related to any of the Directors/Key Managerial Personnel of the Company
Qualifications	Post- Graduate	Graduate
Expertise in specific functional area	He is Post Graduate in Commerce. He is having more than 45 years of Experience in field of Manufacturing of Fans and Component & materials used in the manufacturing of electric ceiling & exhaust Fans, and overseeing the financial operations and strategy of a company that manufactures or sells fans and related products.	Mrs. Bhawna Saunkhiya is a qualified company secretary from ICSI. She has an experience of more than 9 years in the field of corporate Law, Companies Act , SEBI laws and other Law related matters.
Details of Board Meetings attended by the Directors during the year [FY 24-25]	Two (2)	One (1)
Terms and Conditions of appointment/along with remuneration.	As per resolution no. 1 of the Notice of this meeting read with explanatory statement thereto.	As per resolution no. 2 of the Notice of this meeting read with explanatory statement thereto.
Directorship held in other Listed Companies	Nil	One (1) Mercury Trade Links Limited
Remuneration last Drawn (including sitting fees, if any)	1,60,000 PM	NA
Membership/Chairmanship of Committees across other Public Companies	Nil	Nil
Shareholding in the company including shareholding as a beneficial owner	15,79,680	Nil
Listed entities from which the Director has resigned in the past three years	1. Wonder Electricals Limited	Nil