



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

Date:05.09.2023

<p>To, <b>Listing Compliance Department</b> <b>National Stock Exchange of India Limited (NSE)</b> <b>Exchange Plaza, Plot no. C-1, Block-G,</b> <b>Bandra Kurla Complex,</b> <b>Bandra (E), Mumbai -400 051</b></p> <p><b><u>Scrip Symbol: WEL</u></b> <b><u>ISIN: INE02WG01016</u></b></p>	<p>To, <b>BSE Limited</b> <b>Corporate Relation Department</b> <b>1st Floor, New Trading Ring</b> <b>Rotunga Building Phiroze Jeejeebhoy Towers</b> <b>Dalal Street, Mumbai - 400 001</b></p> <p><b><u>Scrip Code: 543449</u></b></p>
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**SUB: NOTICE OF 14TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF WONDER ELECTRICALS LIMITED FOR THE FY 2022-23**

Dear Sirs,

Pursuant to the Regulations 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith the Notice of 14<sup>th</sup> Annual General Meeting of the members of the Company to be held on **Thursday, September 28, 2023 at 02:00 p.m. (IST) through Video Conferencing /Other Audio-Visual Means.**

The remote e-voting facility is provided to the Members of the Company. The cut-off date to determine the eligibility of Members to cast their votes electronically is **Thursday, September 21, 2023.**

In terms of Regulation 44 of SEBI Listing Regulations, the remote e-voting facility will be provided to the Members of the Company from **Monday, September 25, 2023 (9:00 A.M. 1ST) and ends on Wednesday, September 27, 2023 (5:00 P.M. 1ST).**

The said Notice also placed on the website of the Company at [www.wonderelectricals.com](http://www.wonderelectricals.com).

We request you to take the above on records.

Thanking you,

**For Wonder Electricals Limited**

**Dhruv Kumar Jha**  
**Company Secretary & Compliance Officer**  
**Membership. No. A70626**

**Encl:** As above

**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

**NOTICE TO MEMBERS**

**NOTICE OF THE 14<sup>th</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **Fourteenth** Annual General Meeting (the “AGM”) of the Members of **Wonder Electricals Limited {Formerly Known as Wonder Fibromats Limited}** (the “Company”) will be held on **Thursday, 28<sup>th</sup> September, 2023 at 02:00 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) without the physical presence of the members at a common venue, to transact the following businesses.

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.**
- 2. To Appoint a Director in place of Mr. Yogesh Anand (DIN: 00425775), who retire by rotation and being eligible offers himself for re-appointment.**
- 3. To Appoint a Director in place of Mr. Siddhant Sahni (DIN: 07508004), who retire by rotation and being eligible offers herself for re-appointment.**

**SPECIAL BUSINESS:**

- 4. TO RATIFY THE REMUNERATION PAYABLE TO M/S. AJAY KUMAR SINGH & CO., COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to **M/s. Ajay Kumar Singh & Co., Cost Accountants (Firm Registration Number 000386)**, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2024 amounting to Rs. 40,000/- (Rupees Forty thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses) be and is hereby ratified and confirmed;

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable for the purpose of giving effect to above resolution and for matters connected therewith or incidental thereto.”

**5. TO CONSIDER AND APPROVE INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

In this regard, the Members of the Company are requested to consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) as may be applicable and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 13,50,00,000 (Indian Rupees Thirteen Crores Fifty Lacs) divided into 1,35,00,000 (One Crore Thirty-Five Lakhs) equity shares of Rs. 10 each to Rs. 36,93,00,000 (Indian Rupees Thirty Six Crores Ninety Three Lakhs) divided into 1,35,00,000 (One Crore Thirty-Five Lakhs) equity shares of Rs. 10 each and 23,43,000 (Twenty Three Lakhs Forty Three Thousand) 5% Non-Convertible, Non- Participating and Non-Cumulative Redeemable Preference Shares having face value of Rs. 100 each and that clause V of Memorandum of Association of the company shall be substituted with the following:

*“The Authorized Share Capital of the Company is Rs. 36,93,00,000 (Indian Rupees Thirty Six Crores Ninety Three Lakhs) divided into 1,35,00,000 equity shares of Rs. 10 each and 23,43,000 (Twenty-Three Lakhs Forty Three Thousand) 5% Non-Convertible Redeemable Preference Shares of Rs. 100 each”, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”*

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorized to file statutory applications and other forms, remit fees and to do all acts, deeds, things and matters as may be deemed expedient, desirable and necessary to give effect to this resolution.”

**6. TO CONSIDER AND APPROVE THE PROPOSED ACQUISITION/PURCHASE OF MANUFACTURING BUSINESS OF UTTARANCHAL INDUSTRIES (“THE PARTNERSHIP FIRM”) AGAINST THE CONSIDERATION OF ISSUANCE OF 5% NON-CONVERTIBLE, NON- PARTICIPATING AND NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES TO THE PARTNERSHIP FIRM.**

In this regard, the Members of the Company are requested to consider and if thought fit, to pass with or without modification(s), if any, the following resolution as **Special Resolution**:

**“RESOLVED THAT** based on the approval of the Audit Committee, Board and pursuant to the provisions of Section 188 of the Companies Act, 2013, Regulation 23 of SEBI Listing Regulations and other applicable rules made thereunder, if any, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, consent of the members be and is hereby accorded to acquire/purchase the entire business of ‘Uttaranchal Industries’ (Partnership Firm), as per the terms and conditions mentioned in the draft Business Transfer Agreement, to be entered into between the company and the Partnership firm.

**RESOLVED FURTHER THAT** in accordance with provisions of section 42 and 55 of the Companies Act, 2013 read with rules and regulations made thereunder, if any, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, pursuant to clause 13 of the Articles of Associations of the company, the consent of the members be and is hereby accorded to issue 23,42,665 (Twenty Three lakhs Forty Two Thousand Six Hundred Sixty Five) 5% Non-convertible, Non- participating and Non-Cumulative Redeemable Preference shares of nominal value of Rs. 100/- each (“NCRPS”) to Uttaranchal Industries, as consideration for the said acquisition of business, as set out in the Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), modification(s) or re-enactment(s) thereof, the following particulars in respect of the issue, be and is hereby approved:

- I. The NCRPS shall rank for dividend (if declared by the Company) in priority to the Equity Shares of the Company for the time being of the Company;
- II. The NCRPS shall, in winding up, be entitled to rank, as regards repayment of capital and dividend (if declared by the Company), up to the commencement of the winding up, in priority to the Equity Shares but shall not be entitled to any further participation in profits or assets or surplus funds;
- III. Holders of NCRPS shall be paid dividend on a non-cumulative basis;
- IV. NCRPS shall not be convertible into equity shares;
- V. NCRPS shall not carry any voting rights and;
- VI. NCRPS shall be redeemable;
- VII. NCRPS shall not be listed on any stock exchange;
- VIII. The NCRPS shall be redeemable, at par, at any time within a period not exceeding 20 years from the date of allotment as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of NCRPS, and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Act, the Listing Regulations, applicable SEBI Regulations and other applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to agree and to make such modification (s) and alteration (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient as may be prescribed under the Act and the Rules made thereunder and to resolve all questions of doubt and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate.”

**RESOLVED FURTHER THAT** Any Director or Company Secretary be and are hereby authorised to negotiate, finalize, enter into and execute all such, deeds, documents, agreements, letters and to do all such acts, deeds, matters and/or things as may be necessary and/or expedient in their discretion, for giving effect to this resolution including finalizing/ determining the effective date, terms and conditions, finalizing and executing the necessary assignment/ conveyance/ business transfer documents, contracts, agreements and to seek their registration and thereof with the concerned authorities, filing intimations with and/ or obtaining approvals/ consents with the concerned regulatory/ statutory authorities, completing the Acquisition of Business of Uttaranchal Industries, in the interest of the Company”.

By order of the Board  
For **Wonder Electricals Limited**

Sd/-  
**Dhruv Kumar Jha**  
Company Secretary & Compliance Officer  
Membership No. A70626

**Registered Office:**  
45, Ground Floor, Okhla Industrial Estate,  
Phase-III, New Delhi-110020  
CIN: L31900DL2009PLC195174

**Date: 30<sup>th</sup> August, 2023**  
**Place: New Delhi**

**NOTES:**

1. This AGM is convened through Video Conferencing (VC/Other Audio-Visual Means (OAVM) pursuant to General Circular issued by the Ministry of Corporate Affairs (MCA) circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 May 5, 2022 and December 28, 2022 respectively and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 respectively and all other relevant circulars issued from time to time by MCA and SEBI, which allow the companies to hold AGMs through VC/OAVM. The deemed venue of the AGM shall be registered office of the Company.

In compliance with the aforesaid circulars issued by MCA and SEBI, Notice of the AGM alongwith the Annual Report for the Financial Year 2022-2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. No physical copies of the Annual Report will be sent to Members, except to those Members who have requested for physical copy of the Annual Report for FY 2022-23. Notice and Annual Report for the Financial Year 2022-2023 are also available on the website of the Company [www.wonderelectricals.com](http://www.wonderelectricals.com) .

2. Explanatory Statement pursuant to Section 102 of the Act relating to Items no. 4, 5 and 6 of the Notice of the 14<sup>th</sup> AGM, which are considered to be unavoidable by the Board of Directors of the Company, is annexed hereto. Also, relevant details in respect of Directors seeking appointment/re-appointment at the AGM, in terms of Regulation 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are also annexed to this notice as **Annexure-I**.
3. Since the AGM is being held pursuant to the Circulars issued by the Ministry of Corporate Affairs through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint a proxy by a Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their vote through remote e-voting.
4. However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Shareholders are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and participate there at, including cast votes by electronic means (details of which are provided separately, hereinbelow). Such Corporate Shareholders are requested to refer 'General Guidelines for Shareholders' provided in the notice below, for more information.
5. 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 Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, the Company is providing facility of remote e-Voting to its

Shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) 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 NSDL.

6. The Shareholders 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 herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for Shareholders on '*first come first serve*' basis. This will not include large Shareholders (i.e., Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) 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 serve*' basis.
7. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the Shareholders during the AGM without any fee. Shareholders seeking to inspect such documents may send an email to [cs@wonderelectricals.com](mailto:cs@wonderelectricals.com).
8. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered Email ID mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@wonderelectricals.com](mailto:cs@wonderelectricals.com) from Monday 18<sup>th</sup> September, 2023 (from 9.00 a.m.) to Thursday, 21<sup>st</sup> September, 2023 (up to 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.
10. The Shareholders, who do not wish to speak during the AGM but have queries may send their queries or seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 21<sup>st</sup> September, 2023, through E-mail mentioning their name, demat account number/folio number, email id, mobile number at [cs@wonderelectricals.com](mailto:cs@wonderelectricals.com). The same will be replied by the Company suitably.
11. In line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 14<sup>th</sup> AGM of the Company inter alia indicating the process and manner of e-voting is being sent only **through electronic mode**, to all those Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.
12. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 14<sup>th</sup> AGM of the Company will also be available on the website of the Company at [www.wonderelectricals.com](http://www.wonderelectricals.com). The same can also be accessed from the website of both the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and AGM notice is also available on

the website of NSDL (agency providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

13. To support the “Green Initiative”, the Shareholders who have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest with the depository itself, to enable the Company to use the same for serving documents to them electronically, hereafter.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form.
15. Changes intimated to the Depository Participant will then be automatically reflected in the Company’s records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Shareholders.
16. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialised form are requested to submit the said details to their Depository Participant(s).

❖ **Voting through electronic means**

- There being no physical shareholding in the Company, the Register of members and share transfer books of the Company will not be closed. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Thursday, **21<sup>st</sup> September, 2023** as the “**cut-off date**” to determine the eligibility to vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e., **Thursday, 21<sup>st</sup> September, 2023**, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.
- Only those Shareholders, who will be present at the AGM through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- Further, pursuant to SEBI Circular dated 9<sup>th</sup> December, 2020, to eradicate the hardship caused to the Shareholders of remembering login credentials of various e-voting service providers (ESPs), the SEBI has mandated to provide the facility of using single login credentials with various ESPs. This means Shareholders can avail the e-voting facility of various ESPs through their single login credentials, this will help in non-creation of login credentials again and again.



- The Board has appointed Ms. Rubina Vohra, Proprietor of M/s. Rubina Vohra & Associates, Company Secretaries, as the Scrutiniser to scrutinise the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- The Scrutiniser shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. She shall submit a Consolidated Scrutiniser's Report of the total votes cast in favour or against, within 2 working days from the conclusion of the AGM, to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- The results declared along with the Scrutiniser's Report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA and will also be placed on the Company's website [www.wonderelectricals.com](http://www.wonderelectricals.com)
- The remote e-voting period begins on **Monday, 25<sup>th</sup> September, 2023 at 9.00 a.m. and ends on Wednesday, 27<sup>th</sup> September, 2023 at 5.00 p.m.** and the remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

❖ **How do I vote electronically using NSDL e-voting system?**

*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**

**How to Log-in to NSDL e-voting website?**

**A) Login method for e-Voting and joining virtual meeting 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
<b>Individual Shareholders holding securities in demat</b>	1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click

mode with NSDL.

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 or joining virtual meeting & voting during the meeting.

2. If the user is not registered for IDEAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDEAS**” Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 ‘Shareholders/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



**Individual Shareholders holding**

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will

<p><b>securities in demat mode with CDSL</b></p>	<p>be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<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 or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Shareholders 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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for Shareholders other than Individual Shareholders holding securities in demat 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 ‘Shareholders/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:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL)</b>	<b>Your User ID is:</b>
a) For Shareholders 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 Shareholders 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*****

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](http://www.evoting.nsdl.com).
  - b) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - c) Shareholders 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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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](mailto:rassociatenoida@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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?](#)” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 2244 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto: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. In case shares are held in demat mode, 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](mailto:cs@wonderelectricals.com). If you are an Individual Shareholders 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, Shareholders/Shareholders may send a request to [evoting@nsdl.co.in](mailto: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.

❖ **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE AGM:**

- ❖ The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- ❖ Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
- ❖ Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- ❖ The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

❖ **Other Information**

- i.) In case of any queries with respect to remote e-voting or e-voting at the AGM, 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](http://www.evoting.nsdl.com) or call on Toll free no.: 1800-222-990 or can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- ii.) Those persons, who have acquired shares and have become Shareholders of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the

Register of Shareholders or Register of beneficial holders as on the cut-off date i.e., Thursday, 21<sup>st</sup> September, 2023 shall view the Notice of the 14<sup>th</sup>AGM on the Company's website or on the website of NSDL.

- iii.) Such persons may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he/she is already registered with NSDL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
- iv.) Voting rights of the Shareholders shall be in proportion to their shares in the paid- up equity share capital of the Company as on the cut-off date i.e., Thursday, 21<sup>st</sup> September, 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- v.) Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.

❖ **INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AS UNDER:**

Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Shareholders may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under "**Join General Meeting menu**".

- i. The link for VC/OAVM will be available in "Shareholders/Shareholders" login where the EVEN of Company will be displayed.
- ii. Shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned hereinabove in the Notice, to avoid last minute rush.
- iii. Please note that Shareholders 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. Shareholders are also encouraged to join the Meeting through Laptops for better experience. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance in the meeting.



**STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

The Board of Directors of the Company at its meeting held on May 20, 2023, upon the recommendation of the Audit Committee, had approved the appointment of M/s. Ajay Kumar Singh & Co., Cost Accountants (Firm Registration Number 000386) as the Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year ending 31<sup>st</sup> March, 2024 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only).

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, consent of the Shareholders is sought for passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

The Board recommends the resolution as set out at item no. 4 of the Notice for the approval of the Shareholders of the Company by way of **Ordinary Resolution**.

All documents referred to in the accompanying Notice and Statement setting out material facts on Item No.4 will be made available for inspection of the Members through electronic mode by writing to the Company at [cs@wonderelectricals.com](mailto:cs@wonderelectricals.com) from the date of circulation of the AGM Notice till the date of the AGM i.e., September 28, 2023.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item no. 4 of this Notice except to the extent of their shareholdings in the Company, if any

**ITEM NO. 5**

The Company and Uttaranchal Industries (“The Partnership Firm”) both are engaged in the same kind of business activities and having common management. The management believes that consolidation of business of both the entities would lead to combination of resources of the Company and the Partnership Firm which ultimately would result in synergy benefits from finance and commercial perspective.

In view of this, it has been proposed to acquire/purchase the Manufacturing Business (excluding the immovable properties and investments) of the Partnership Firm as a going concern for the total value of INR 23.43 crores (as determined by the Valuer), the consideration for which will be discharged by the Company by issuance of 23,42,665 (Twenty Three lakhs Forty Two Thousand Six Hundred Sixty Five) 5% Non-Convertible, Non-Participating and Non-Cumulative Redeemable Preference Shares (NCRPS), as per the terms and conditions mentioned in the Business Transfer Agreement (“BTA”) to be executed between the Company and the Partnership Firm.

For the aforesaid issuance of preference shares, the Company is required to increase its authorized share capital and also clause V of the Memorandum of Association shall be substituted, the details of the same are as follows:

*“The Authorized Share Capital of the Company is Rs. 36,93,00,000 (Indian Rupees Thirty Six Crores Ninety Three Lakhs) divided into 1,35,00,000 equity shares of Rs. 10 each and 23,43,000 (Twenty Three Lakhs Forty Three Thousand) 5% Non-Convertible Redeemable Preference Shares of Rs. 100 each”, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”*

The Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 5 of the Notice.

#### **ITEM NO. 6**

The Company and Uttaranchal Industries (“The Partnership Firm”) both are engaged in the same kind of business activities and having common management. The management believes that consolidation of business of both the entities would lead to combination of resources of the Company and the Partnership Firm which ultimately would result in synergy benefits from finance and commercial perspective.

In view of this, it has been proposed to acquire the Manufacturing Business (excluding the immovable properties and investments) of the Partnership Firm as a going concern for the total value of INR 23.43 crores (as determined by the Valuer), the consideration for which will be discharged by the Company by issuance of 23,42,665 (Twenty Three lakhs Forty Two Thousand Six Hundred Sixty Five) 5% Non-Convertible, Non- Participating and Non-Cumulative Redeemable Preference Shares, as per the terms and conditions mentioned in the Business Transfer Agreement (“BTA”) to be executed between the Company and the Partnership Firm.

The aforesaid Non-Convertible, Non-Participating and Non-Cumulative Redeemable Preference Shares shall be issued and liable to be redeemed as per the provisions of section 42 and 55 of the Companies Act, 2013.

As per Section 42 of the Companies Act, 2013 and Rules framed thereunder, a Company shall not make a private placement of securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by a Special Resolution.

The Company shall redeem the Non-Convertible, Non-Participating and Non-Cumulative Redeemable Preference Shares, at par, at any time but not later than 20 years, as and when the Board decides the same.

The offer, issue, allotment would be subject to the availability of regulatory approvals, if any. Pursuant to the provisions of the Act, read with Rules made thereunder and other applicable laws, approval of the members is required for the proposed issue and allotment of Non-Convertible, Non- Participating and Non-Cumulative Redeemable Preference Shares on a private placement basis. Accordingly, the consent of the shareholders is being sought for issue and allotment of the Non-Convertible, Non- Participating and Non-Cumulative Redeemable Preference Shares, on a private placement basis as mentioned herein.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014.

1.	The size of the issue and number of preference shares to be issued and nominal value of each share	23,42,665 (Twenty Three lakhs Forty Two Thousand Six Hundred Sixty Five) NCRPS of nominal value of Rs. 100/- each aggregating to Rs. 23,42,66,500 (Rupees Twenty Three Crores Forty Two Lakhs Sixty Six Thousand Five Hundred).
2.	The nature of such shares i.e., cumulative or non-cumulative, participating or non- participating, convertible or non-convertible	The NCRPS will be non-cumulative, non-participating, non-convertible, redeemable preference shares.
3.	The objectives of the issue	The preference shares will be issued to Uttaranchal Industries to discharge the consideration of INR 23.43 crores for acquisition of the Manufacturing business (excluding the immovable properties and investments) of the Partnership Firm as a going concern.
4.	The manner of issue of shares	The NCRPS are proposed to be issued on private placement basis to Uttaranchal Industries (“Firm”).
5.	The price at which such shares are proposed to be issued	The NCRPS are proposed to be issued at nominal value of Rs. 100/- each.
6.	The basis on which the price has been arrived at	The issuance of NCRPS is to be made at the nominal value of INR 100/- each.
7.	The terms of issue, including terms and rate of dividend on each share, etc.	The NCRPS are proposed to be issued for a period not exceeding 20 years from the date of allotment and shall be fully redeemed at par at maturity. Dividend on NCRPS is 5% p.a.

## Notice to Members

8.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	NCRPS shall be redeemable on such date as determined by the Board but not later than a period exceeding twenty years from the date of allotment which is in accordance with Section 55 of the Companies Act, 2013 read with relevant rules framed there under. The NCRPS are non-convertible and will be redeemed at par.
9.	The manner and modes of redemption	The NCRPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules.
10.	The Current Shareholding Pattern of the Company	The shareholding pattern of the Company as on June 30, 2023 is annexed to this Notice. <b>(Annexure-A)</b>
11.	The expected dilution in equity share capital upon conversion of preference shares	Not applicable since the NCRPS are proposed to be issued on non-convertible basis.

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

1.	Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company at its meeting held on August 30, 2023 approved the issuance of NCRPS, to Uttaranchal Industries as a consideration for acquisition/purchase of its Manufacturing Business, on a private placement basis. A total of 23,42,665 (Twenty Three lakhs Forty Two Thousand Six Hundred Sixty Five) NCRPS of nominal value of Rs. 100/- each aggregating to Rs. 23,42,66,500 (Rupees Twenty Three Crores Forty Two Lakhs Sixty Six Thousand Five Hundred) will be issued.
2.	Kinds of securities offered and the price at which security is being offered	The Company proposes to issue Non-Convertible, Non-Participating and Non-Cumulative Redeemable Preference Shares at nominal value of Rs. 100/- per share.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The NCRPS will be issued at nominal value of Rs. 100 per share.  An independent valuation report has been considered to determine the number of NCRPS to be issued to Partnership Firm.

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4.	Name and address of valuer who performed valuation	<p>Name: Corporate Professionals Capital Private Limited, SEBI Registered Merchant Banker - Cat I (INM000011435)</p> <p>Address: D-28, First Floor, South Extension Part-1, New Delhi - 110 049, India</p> <p>The Valuation Report is available for inspection by the members of the Company. Members seeking inspection may send an email to <a href="mailto:cs@wonderelectricals.com">cs@wonderelectricals.com</a></p>
5.	Amount which the Company intends to raise by way of such securities	<p>The Company is issuing NCRPS to discharge the consideration of INR 23.43 crores for acquisition/purchase of the Manufacturing Business of Partnership Firm.</p>
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities.	<p>The Company proposes to issue NCRPS at a nominal value of Rs. 100/- per share to Uttaranchal Industries, which belongs to the Group of Issuer, on a private placement basis.</p> <p>The NCRPS are unsecured and do not carry any charge on the assets of the Company.</p> <p>The NCRPS are proposed to be issued for a period not exceeding 20 years from the date of allotment.</p> <p>NCRPS shall be redeemable on such date as determined by the Board but not later than a period exceeding twenty years from the date of allotment. The redemption will be at par.</p> <p>The NCRPS will be issued for the purpose of discharging the consideration of INR 23.43 crores towards purchase of Manufacturing Business of Uttaranchal Industries ("Firm") as a going concern basis.</p>

Present authorized, issued, subscribed and paid-up share capital:

Particulars	Amount (in Rs.)
<p><b>Authorized Share Capital</b> 1,35,00,000 Equity shares of Rs. 10 each</p>	13,50,00,000/-
<p><b>Issued, Subscribed and Paid-up Share Capital</b> 1,34,00,800 Issued, Subscribed and Fully Paid-up Equity Shares of Rs. 10 each</p>	13,40,08,000/-

Post acquisition of business authorized, issued, subscribed and paid-up share capital:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized Share Capital</b>	
1,35,00,000 Equity shares of Rs. 10 each	13,50,00,000/-
23,43,000 5%Non-convertible, Non- participating and Non-Cumulative Redeemable Preference shares of Rs. 100 each	23,43,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
1,34,00,800 Issued, Subscribed and Fully Paid-up Equity Shares of Rs. 10 each	13,40,08,000/-
23,42,665 5%Non-convertible, Non- participating and Non-Cumulative Redeemable Preference shares of Rs. 100 each	23,42,66,500/-

Disclosure required under Rule 15(3) Companies (Meetings of Board and its Powers) Rules, 2014, are as follows:

it is to be noted that the Partnership Firm is a “Related Party” in relation to the Company within the meaning of Section 2(76) of the Companies Act, 2013. Hence, all the compliances under section 188 of the Act read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) are required to be complied with. Details of which as are follows:

- Name of the related party:** Uttaranchal Industries
- Name of the director or key managerial personnel who is related:**

Name	Designation	Relation with respect to Related Party
Harsh Kumar Anand	Managing Director	Designated Partner of Uttaranchal Industries
Yogesh Anand	Director	Designated Partner of Uttaranchal Industries
Yogesh Sahni	Director	Designated Partner of Uttaranchal Industries
Karan Anand	Whole Time Director	Designated Partner of Uttaranchal Industries
Jatin Anand	Whole Time Director	Designated Partner of Uttaranchal Industries
Siddhant Sahni	Whole Time Director	Designated Partner of Uttaranchal Industries

- The proposed transaction of acquisition/purchase of business of Partnership Firm is a “Material Related Party Transaction” within the meaning of proviso to sub-regulation 1 of Regulation 23 of SEBI Listing Regulations.

The Board recommends the Special Resolution set forth at Item No. 6 of the Notice for approval of the Members.

As per sub-regulation 4 of Regulation 23 of SEBI Listing Regulations, all material related party transactions shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

**By order of the Board  
For Wonder Electricals Limited**

**Sd/-  
Dhruv Kumar Jha  
Company Secretary & Compliance Officer  
Membership No. A70626**

**Date: 30.08.2023  
Place: New Delhi**

1. The pre-issue and post-issue shareholding pattern of the Company:

		<i>Pre-Issue</i>		<i>Post-Issue*</i>	
		<i>Equity shares</i>			
	<b>Particulars</b>	<b>No. of shares held</b>	<b>% of shareholding</b>	<b>No. of shares held</b>	<b>% of shareholding</b>
<b>A</b>	<b><i>Promoters' holding:</i></b>				
1	Individual/HUF	91,28,710	68.12	91,28,710	68.12
	<b>Sub Total</b>	<b>91,28,710</b>	<b>68.12</b>	<b>91,28,710</b>	<b>68.12</b>
2	Foreign Promoters:	4,92,000	3.67	4,92,000	3.67
	<b>Sub Total (A)</b>	<b>96,20,710</b>	<b>71.79</b>	<b>96,20,710</b>	<b>71.79</b>
<b>B</b>	<b><i>Non-Promoters' holding:</i></b>				
1	Institutional Investors	13,39,040	9.99	13,39,040	9.99
2	Non-Institution:				
	Bodies Corporate	13,00,531	9.70	13,00,531	9.70
	Directors and Relatives	-	-	-	-
	Resident Individuals	10,85,840	8.11	10,85,840	8.11
	NRIs	15,541	0.12	15,541	0.12
	HUF	39,138	0.29	39,138	0.29
	<b>Sub Total(B)</b>	<b>37,80,090</b>	<b>28.21</b>	<b>37,80,090</b>	<b>28.21</b>
	<b>Total (A+B)</b>	<b>1,34,00,800</b>	<b>100.00</b>	<b>1,34,00,800</b>	<b>100.00</b>

*\*The Preference Shares, being in the nature of non-convertible securities, will not be counted in the equity share capital of the Company, hence, the post issue shareholding pattern of the Company will remain the same.*



**ANNEXURE-I**

**Details of Director(s) seeking Appointment/re-appointment in the forthcoming Annual General meeting in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on general meetings (SS-2)**

<b>Name of the Director</b>	<b>Mr. Yogesh Anand</b>	<b>Mr. Siddhant Sahni</b>
<b>Director Identification Number</b>	00425775	07508004
<b>Category</b>	Executive Director	Whole Time Director
<b>Date of Birth</b>	27.04.1954	12.12.1987
<b>Age</b>	69 years	35 years
<b>Nationality</b>	Indian	Indian
<b>Date of First Appointment on the Board</b>	07/06/2013	12/05/2016
<b>Relationship with Directors and KMPs</b>	<ul style="list-style-type: none"> <li>• Father of Mr. Jatin Anand</li> <li>• Brother of Mr. Harsh Kumar Anand</li> </ul>	<ul style="list-style-type: none"> <li>• Son of Mr. Yogesh Sahni</li> </ul>
<b>Qualifications</b>	Post Graduate in Commerce	Bachelor in Business Administration.
<b>Expertise in specific functional area</b>	He is having more than 44 years of Experience in field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention.	He is having more than 11 years' experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans.
<b>Details of Board Meetings attended by the Directors during the year</b>	He attended 5 out of 6 Board Meeting during the FY 22-23.	She attended 6 out of 6 Board Meeting during the FY 22-23.
<b>Terms and Conditions of appointment/re-appointment along with remuneration.</b>	As per resolution no. 2 of the Notice of this meeting read with explanatory statement thereto	As per resolution no. 3 of the Notice of this meeting read with explanatory statement thereto
<b>Membership of Committees of the company</b>	Audit Committee SRC Committee	N.A.
<b>List of Directorships held in other Listed Companies</b>	NIL	NIL
<b>Membership/Chairmanship of Committees across other Public Companies</b>	NIL	NIL
<b>Shareholding in the company</b>	15,79,680 - 11.79%	9,84,000- 7.34%

**INFORMATION AT A GLANCE**

<b>Particulars</b>	<b>Details</b>
Mode	Video conference and other audio-visual means
Time and date of AGM	2:00 P.M. (IST), Thursday, 28 <sup>th</sup> September, 2023
Participation through video-conferencing	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Helpline number for VC participation	1800-222-990
Cut-off date for e-voting	Thursday, 21 <sup>st</sup> September, 2023
E-voting start time and date	9:00 A.M. (IST), Monday, 25 <sup>th</sup> September, 2023
E-voting end time and date	5:00 P.M. (IST), Wednesday, 27 <sup>th</sup> September, 2023
E-voting website of NSDL	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Name, address and contact details of e-voting service provider	<p>Contact person:  Ms. Pallavi Mhatre, Senior Manager,  National Securities Depository Limited (NSDL)  4th Floor, ‘A’ Wing, Trade World,  Kamala Mills Compound,  Senapati Bapat Marg,  Lower Parel, Mumbai 400 013.</p> <p>Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> / <a href="mailto:pallavid@nsdl.co.in">pallavid@nsdl.co.in</a>,  Tel: 91 22 2499 4545/ 1800-222-990</p>
Name, address and contact details of Registrar and Transfer Agent	<p>Contact person:  Ms. Umesh Pandey  Manager - RIS Corporate Registry  KFin Technologies Limited  Selenium Tower B, Plot Nos. 31 &amp; 32, Financial  District, Nanakramguda, Serilingampally  Mandal, Hyderabad – 500032</p> <p>Email id: <a href="mailto:umesh.pandey@kfintech.com">umesh.pandey@kfintech.com</a>  <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a></p> <p>Contact number: +91 40 6716 1510</p>