



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: 22nd May, 2023

<p>To, Chief Manager 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: INE02WG01016</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: Submission of Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir(s),

With Reference to the above- mentioned subject, we are attaching herewith Annual Secretarial Compliance Report for the year ended 31st March, 2023 given by M/s. Rubina Vohra and Associates, Company Secretaries, in compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no CIR/CFD/CMD1/27/2019 dated February 8, 2019.

Kindly take the above on your record.

Thanking You,

For Wonder Electricals Limited

Yogesh Anand
Director & CFO
DIN:00425775

Date:22/05/2023

Place: New Delhi

Encl: A/a



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
WONDER ELECTRICALS LIMITED
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023**

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 8th February, 2019]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Wonder Electricals Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 45, Ground Floor, Okhla Industrial Estate, Phase-III, New Delhi-110055. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- all the documents and records made available to us and explanation provided by **WONDER ELECTRICALS LIMITED** (formerly Known as "Wonder Fibromats Limited") (CIN: **L31900DL2009PLC195174**) (hereinafter referred to as the "Company")
- the filings/ submissions made by the Company to the stock exchanges,
- website of the Company,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2023 ("**Review Period**") in respect of compliance with the provisions of:

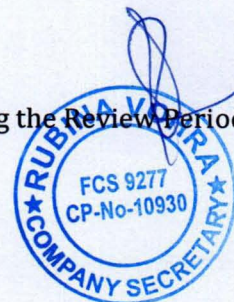


- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations (including amendments therein), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as “SEBI LODR”) and amendments from time to time;
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the review period)**
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the review period)**
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the review period)**

and based on the above examination, we hereby report that, during the Review Period:



a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

S. No	Compliance Requirement (Regulations/ Circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Fine amount/ (INR)	Observation Remarks of the Practicing Company Secretary	Management Response	Management Response
Not Applicable during the review period									

b) We further report that during the review period there was no event of appointment/reappointment/resignation of statutory auditor of the Company and the Company was in compliance with Para 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019.

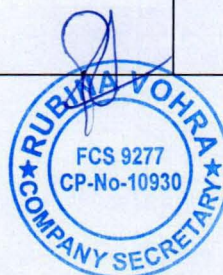
c) The Company has taken the following actions to comply with the observations made in previous reports, **(Not Applicable, as there was no observation in the previous secretarial compliance report of the Company)**

d) Pursuant to the NSE Circular No. NSE/CML/ 2023/21 & BSE Circular no. 20230316-14 dated March 16, 2023 read with NSE Circular No. NSE/CML/ 2023/30 & BSE Circular no. 20230410-41 dated April 10, 2023, we further affirm to the following:

S.NO.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	NIL
2	<u>Adoption and timely updation of the Policies:</u>		



	<ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 	YES	NIL
	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars guidelines issued by SEBI. 	YES	NIL
3.	<u>Maintenance and disclosures on Website:</u>		
	<ul style="list-style-type: none"> The Listed entity is maintaining a functional website. 	YES	NIL
	<ul style="list-style-type: none"> Timely dissemination of the documents/information under a separate section on the website. 	YES	NIL
	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	YES	NIL
4.	<u>Disqualification of Director</u> None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.	YES	NIL
5.	<u>To examine details related to Subsidiaries of listed entities</u>		
	<ul style="list-style-type: none"> Identification of material subsidiary companies. 	NA	The Company has no material subsidiary.
	<ul style="list-style-type: none"> Requirement with respect to disclosure of material as well as other subsidiaries. 	NA	The Company has no subsidiary.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	NIL
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	NIL



8.	<u>Related Party Transactions:</u>		
	• The Listed entity has obtained prior approval of Audit Committee for all Related party transaction	YES	NIL
	• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee	NA	All Related party transactions were entered after obtaining prior approval of the audit committee.
9.	<u>DISCLOSURE OF EVENTS OR INFORMATION:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	YES	NIL
10.	<u>PROHIBITION OF INSIDER TRADING:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	NIL
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder"	YES	NIL
12.	<u>Additional Non-compliances, if any:</u> No any additional noncompliance observed for all SEBI regulation/circular/guidance note etc.	YES	NIL



Assumptions & Limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither assurance as to future viability of the listed entity nor of the efficiency or effectiveness with which management has conducted the affairs of the listed entity.

**For Rubina Vohra & Associates
Company Secretaries**



Place: Noida
Date: May 20th, 2023

(CS Rubina Vohra)
Proprietor
FCS: 9277
C.P.No: 10930

Peer Review No. 1829/2022
UDIN: F009277E000342918