

**Date: 21.07.2023**

<p><b>To,</b> <b>Chief Manager</b> <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><b>To,</b> <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>Scrip Code: 543449</b></p>
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**Sub.: Postal Ballot Voting Results alongwith Scrutinizer's Report - Regulations 44 and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Dear Sir / Madam,

This is in continuation to our earlier intimation dated June 19, 2023, relating to re- appointment of Mr. Jugal Kishore Chugh (DIN 01254901) and Mr. Sunil Malhotra (DIN 08183343), as Independent Directors of the Company for a period of five years effective from July 30, 2023, and seeking approval of the shareholders of the Company for the same through Postal Ballot Process.

In regard to the above we wish to inform you, pursuant to Regulation 44 read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that all the special resolutions proposed in the notice of Postal Ballot dated June 13, 2023 have been approved by the shareholders of the Company with requisite majority.

We are enclosing herewith the following documents:

1. Postal Ballot Voting Result in the prescribed format as **Annexure- I**.
2. Scrutinizer's Report on the Postal Ballot dated July 21, 2023 as **Annexure – II**

You are requested to take the above information and enclosed documents on your record.

Thanking you,

**For Wonder Electricals Limited**


**YOGESH** Digitally signed  
by YOGESH  
ANAND  
**ANAND** Date: 2023.07.21  
11:56:04 +05'30'

**Yogesh Anand**  
**Director & CFO**  
**DIN: 00425775**

**Encl: As above**

# 1. Voting Results

## Annexure-I

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Jugal Kishore Chugh (DIN 01254901) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting							
	Poll	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1339040						
	Postal Ballot (if applicable)							
	<b>Total</b>	1339040	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting							
	Poll	2441050	1224392	50.1584	1223873	519	99.9576	0.0424
	Postal Ballot (if applicable)							
	<b>Total</b>	2441050	1224392	50.1584	1223873	519	99.9576	0.0424
<b>Total</b>		13400800	10845102	80.9288	10844583	519	99.9952	0.0048
<b>Whether resolution is Pass or Not.</b>							Yes	
 Digitally signed by YOGESH ANAND Date: 2023.07.21 11:58:09 +05'30'					Disclosure of notes on resolution		<input type="button" value="Add Notes"/>	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Sunil Malhotra (DIN 08183343) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting							
	Poll	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1339040						
	Postal Ballot (if applicable)							
	<b>Total</b>	1339040	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1224392	50.1584	1223886	506	99.9587	0.0413
	Poll	2441050						
	Postal Ballot (if applicable)							
	<b>Total</b>	2441050	1224392	50.1584	1223886	506	99.9587	0.0413
<b>Total</b>		13400800	10845102	80.9288	10844596	506	99.9953	0.0047
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<div style="background-color: #800000; color: white; padding: 5px; text-align: center; border: 1px solid black;">Add Notes</div>	

**YOGESH** Digitally signed  
 by YOGESH  
 ANAND  
 Date:  
 2023.07.21  
 11:56:59 +05'30'



# RUBINA VOHRA & ASSOCIATES

## COMPANY SECRETARIES

### SCRUTINIZER'S REPORT

To,

**Harsh Kumar Anand**  
**Chairman & Managing Director**  
**Wonder Electricals Limited**  
**45, Ground Floor, Okhla Industrial Estate,**  
**Phase-III, New Delhi-110020**

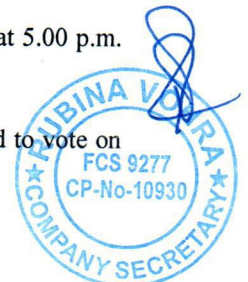
**Sub: Report of Scrutinizer on Voting Process conducted pursuant to the provision of Section 108 and 110 of the Companies Act, 2013('the Act') read with Companies (Management and Administration) Rules, 2014 and MCA Circulars**

I, Rubina Vohra & Associates, practicing Company Secretary have been appointed by Wonder Electricals Limited as Scrutinizer by the Company in connection with Postal Ballot conducted in terms of MCA Circular No. 14/2020 dated 8th April, 2020, MCA Circular No. 17 /2020 dated 13th April, 2020, MCA Circular No. 22/2020 dated 15th June, 2020, MCA Circular No. 33/2020 dated 28th September, 2020, MCA Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, MCA Circular No. 10/2021 dated 23rd June, 2021, MCA Circular No. 20/2021 dated 8th December, 2021 and MCA Circular No. 3/2022 dated 5th May, 2022 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting process through remote e-voting ("e-voting") in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 13<sup>th</sup> June, 2023.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and Rules relating to e-voting on the resolutions contained in the Notice of Postal Ballot dated 13th June, 2023. Our responsibility as a scrutinizer for the voting process through e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated E-voting System provided by the National Securities depository Limited (NSDL) the authorized agency to provide remote e-voting facilities and engaged by the Company for that purpose.

We submit our report as under:

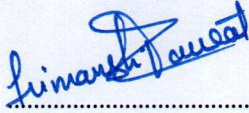
1. The Company had completed dispatch of the Notice of Postal Ballot through electronic mode on 19<sup>th</sup> June, 2023 to its members, whose name(s) appeared on the Register of Members / list of beneficiaries as on the cut off date, i.e., Friday, June 16, 2023.
2. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide secured system for E-voting process.
3. The e-voting period remained open from 9.00 a.m. (IST) on Tuesday, June 20, 2023, and ends at 5.00 p.m. (IST) on Wednesday, July 19, 2023.
4. The shareholders holding shares as on the "cut off" date, i.e., Friday, June 16, 2023 were entitled to vote on the proposed resolutions as mentioned in the Notice of Postal Ballot dated 13<sup>th</sup> June, 2023.



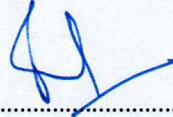
**Email : rassociatenoida@gmail.com | Contact : +91-9899687050, 9999695288**

**Address : FF-111, Ansal Fortune Arcade, K-Block, Sector-18, Noida-201301**

5. The Advertisement about the dispatch of Postal Ballot Notice was released in Financial Express (English edition) and Jansatta (Hindi edition) on 20.06.2023.
6. After the closure of Voting period on Wednesday, July 19<sup>th</sup>, 2023, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.



(Signature of witness)  
(Himanshi Rawat)



(Signature of witness)  
(Rolly Tiwari)

7. I have scrutinized, downloaded and counted the votes casted through remote e-voting facility and their particulars have been recorded in accordance with the Companies (Management and Administration) Rules, 2014; for the purpose of this report.
8. The details containing the list of the shareholders who casted their votes electronically on each of the resolutions was downloaded from the e-voting website of NSDL (<http://www.evoting.nsdl.com>).

**On proper scrutiny of all the Postal Ballot votes cast by way of e-voting, I report the result of the Postal Ballot as under:**

• **Resolution 1: Special Resolution**

**Re-appointment of Mr. Jugal Kishore Chugh (DIN 01254901) as an Independent Director of the Company**

I. Voted in favour of the Resolution:

Numbers of Members who casted their votes	Number of votes cast by them	% of Total number of valid votes cast
32	10844583	99.9576%

II. Voted against the Resolution:

Numbers of Members who casted their votes	Number of votes cast by them	% of Total number of valid votes cast
4	519	0.0424%

III. Invalid votes:

Numbers of Members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

• **Resolution 2: Special Resolution**

**Re-appointment of Mr. Sunil Malhotra (DIN 08183343) as an Independent Director of the Company**

I. Voted in favour of the Resolution:



Numbers of Members who casted their votes	Number of votes cast by them	% of Total number of valid votes cast
33	10844596.00	99.9587%

II. Voted **against** the Resolution:

Numbers of Members who casted their votes	Number of votes cast by them	% of Total number of valid votes cast
3	506	0.0413%

III. **Invalid** votes:

Numbers of Members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

**The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company.**

The Electronic data and other relevant documents/registers/papers and records are under my safe custody and will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the Postal Ballot Minutes.

Based on the above remote e-voting, I confirm that the resolutions have been approved with the requisite majority, accordingly I request to the Chairman/ or other person authorized by him, to announce the voting result of Postal Ballot.

Thanking You

Yours Faithfully



(Rubina Vohra)

Company Secretary in Whole time Practice

FCS-9277

COP No. 10930

UDIN: F009277E000654121

**Scrutinizer appointed by the Board of Directors for the Voting Process**

**Date:** 21.07.2023

**Place:** Noida