

August 30, 2023

<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: 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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SUBJECT: OUTCOME OF THE BOARD MEETING OF WONDER ELECTRICALS LIMITED (COMPANY) HELD ON 30TH AUGUST ,2023

Dear Sir/Madam,

In reference to the above captioned subject, the Board of Directors of the Company, in their meeting held today i.e. 30th August, 2023, based on the approval of the Audit Committee, has considered and approved the following business:

1. Increase of Authorised Capital of the Company from Rs. 13,50,00,000 to Rs. 36,93,00,000

Increase in Authorized Share Capital of the Company from Rs. 13,50,00,000 (Indian Rupees Thirteen Crores Fifty Lakhs) 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 of Rs. 100 each and consequent alteration in Clause V of the Memorandum of Association of the Company relating to the share capital of the Company, subject to the approval of the shareholders at the ensuing Annual General Meeting (“AGM”).

2. Acquisition/purchase of Manufacturing Business (excluding immovable properties and investments) of Uttaranchal Industries (“The Partnership Firm”)

The acquisition of business of ‘Uttaranchal Industries’ (Partnership Firm). The consideration for such acquisition 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 having face value of INR 100/- each, as per the terms and conditions mentioned in the Business Transfer Agreement (“BTA”) to be executed between the Company and the Partnership Firm. The acquisition of Business shall be subject to the approval of Shareholders of the Company.

The detailed disclosure as required under Regulation 30 of the Listing Regulations, 2015 read with Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 is enclosed herewith as **Annexure**.

The meeting of the Board of Directors of the Company commenced at 11:30 A.M. IST and concluded at 7:10 P.M. IST

Request you to take the same on your records.

Yours faithfully,
For Wonder Electricals Limited

Dhruv Kumar Jha
Company Secretary & Compliance Officer
Mem No.: A70626

ANNEXURE

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

S. No.	Requirement of the Disclosures	Details
a.	Name of the target entity, details in brief Such as size, turnover etc.;	<p>Uttaranchal Industries is a partnership firm having its registered office at 45, Okhla Industrial Estate, Phase-III, New Delhi-110020 and factory at Plot No. 33, Sector-8A, Sidcul, Haridwar-249403, Uttarakhand. It belongs to the same Group of Wonder Electricals Limited.</p> <p>The Partnership firm is engaged in the business of manufacturing electrical goods and also providing rental services.</p> <p>The turnover/revenue of Uttaranchal Industries for the previous three financial years are as below:</p> <p>FY2022-23: 234.73 crores FY2021-22: 280.31 crores FY2020-21: 232.93 crores</p>
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/group companies has any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length.”	<p>The Partnership Firm is a related party of the Company as the directors of the Company are partners in the Partnership Firm. Hence, the transaction falls within the ambit of related party transaction. The Company will issue its preference shares to Uttaranchal Industries in consideration for acquisition of the entire business (excluding the immovable properties and investments) of the Partnership Firm as a going concern for the total value of INR 23.43 crores. The transaction has been carried out in compliance with all applicable laws.</p>
c.	Industry to which the entity being acquired belongs;	Manufacturing of electrical goods and Rental Services.

d.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The Company and 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.
e.	Brief details of any governmental or regulatory approvals required for the acquisition;	NA
f.	Indicative time period for completion of the acquisition;	3 months or such higher time as mutually agreed between the parties.
g.	Nature of consideration - whether cash consideration or share swap and details of the same;	<p>The total value of purchase consideration is 23.43 crores which will be discharged by the Company by issuance of 23,42,665 5% Non-Convertible, Non- Participating and Non-Cumulative Redeemable Preference shares having face value of INR 100/- each amounting to INR 23,42,66,500/-</p> <p>The said preference shares are proposed to be issued for a period not exceeding 20 years from the date of allotment.</p> <p>The preference Shares 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 value.</p> <p>The preference shares to be issued shall be unsecured and shall not be listed on any stock exchange(s).</p>
h.	Cost of acquisition or the price at which the shares are acquired;	As per the Valuation Report, the fair market value of the business of the Partnership Firm has been arrived at INR 23.43 crores which is the cost of acquisition or purchase consideration and the same will be discharged by the Company in the form of Non-Convertible, Non- Participating and Non-Cumulative Redeemable Preference shares.

i.	Percentage of shareholding / control acquired and / or number of shares acquired; Business acquired;	Acquisition of Manufacturing Business (excluding the immovable properties and investments) of the Partnership Firm as a going concern through a Business Transfer Agreement to be executed between the Company and the Partnership Firm.
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Uttaranchal Industries is a partnership firm incorporated and domiciled in India. It was formed on 28th October, 2005.</p> <p>It has a factory situated in Haridwar, Uttarakhand.</p> <p>The Firm manufactures products under both OEM and ODM models. Under the OEM model, the Firm provides its customers with a host of services ranging from sourcing, manufacturing, quality testing, packaging and logistics. Under the ODM model, the Firm designs and develops products in-house at its R&D facility and subsequently manufactures and supplies its products across India. Additionally, the Firm also provides rental services.</p> <p>The turnover/revenue of Uttaranchal Industries for the previous three financial years are as below:</p> <p>FY2022-23: 234.73 crores FY2021-22: 280.31 crores FY2020-21: 232.93 crores</p>
