

NOTICE TO MEMBERS

NOTICE OF THE 15th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Fifteenth (15th)** Annual General Meeting (the “AGM”) of the Members of **Wonder Electricals Limited {Formerly Known as Wonder Fibromats Limited}** (the “Company”) will be held on **Tuesday, 24th September, 2024 at 12:00 Noon (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 31ST MARCH, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**
- 2. TO DECLARE FINAL DIVIDEND OF RS. 1/- (10%) PER EQUITY SHARE OF FACE VALUE OF RS. 10/- EACH FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 AND TO CONFIRM THE INTERIM DIVIDEND OF RS. 1/- (10%) PER EQUITY SHARE, ALREADY PAID DURING THE FINANCIAL YEAR 2023-24.**
- 3. TO APPOINTMENT OF MR. KARAN ANAND (DIN: 05253410), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**
- 4. TO APPOINTMENT OF MR. JATIN ANAND (DIN: 07507727), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**
- 5. TO APPOINTMENT OF TANUJ GARG & ASSOCIATES AS STATUTORY AUDITOR OF THE COMPANY AND TO FIX THEIR REMUNERATION.**

SPECIAL BUSINESS:

- 6. TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2025.**

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 31st March, 2025 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.”

7. TO RE-APPOINTMENT OF MR. JATIN ANAND (DIN: 07507727) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and read with rules made thereunder (including any statutory modification(s) or any re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their respective meetings held on August 12, 2024 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Shareholders be and is hereby accorded to re-appointment of Mr. Jatin Anand (DIN: 07507727) as Whole-time Director of the Company for a period of (5) five years with effect from September 30, 2024, liable to retire by rotation, on such terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year, as set out in the explanatory statement annexed to the notice convening the meeting;

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration specified in the Explanatory Statement may be revised, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the “Board”), in its absolute authority, as it may deem fit;

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

8. TO RE-APPOINTMENT OF MR. KARAN ANAND (DIN: 05253410) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and read with rules made thereunder (including any statutory modification(s) or any re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their respective meetings held on August 12, 2024 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Shareholders be and is hereby accorded to re-appointment of Mr. Karan Anand (DIN: 05253410) as Whole-time Director of the Company for a period of (5) five years with effect from September 30, 2024, liable to retire by rotation, on such terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year, as set out in the explanatory statement annexed to the notice convening the meeting;

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration specified in the Explanatory Statement may be revised, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the “Board”), in its absolute authority, as it may deem fit;

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

9. TO RE-APPOINTMENT OF MR. SIDDHANT SAHNI (DIN: 07508004) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and read with rules made thereunder (including any statutory modification(s) or any re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their respective meetings held on August 12, 2024 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Shareholders be and is hereby accorded to re-appointment of Mr. Siddhant Sahni (DIN: 07508004) as Whole-time Director of the Company for a period of (5) five years with effect from September 30, 2024, liable to retire by rotation, on such terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year, as set out in the explanatory statement annexed to the notice convening the meeting;

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration specified in the Explanatory Statement may be revised, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the “Board”), in its absolute authority, as it may deem fit;

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

10. TO APPROVAL OF SUB-DIVISION/SPLIT OF EVERY 1 (ONE) EQUITY SHARE OF THE NOMINAL/FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH INTO 10 (TEN) EQUITY SHARES OF THE NOMINAL/FACE VALUE OF RS. 1/- (RUPEES ONE ONLY) EACH.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the

Company(hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), Consent of the Members of the Company be and is hereby accorded for sub-dividing / splitting the equity shares of the Company, such that each equity share having nominal/face value of Rs.10/- (Rupees Ten Only) each be sub-divided into 10 (Ten) Equity Shares having nominal/face value of Rs.1/- (Rupees one Only) each ranking pari-passu with each other in all respects, with effect from the record date to be determined by the Board for this Purpose.

RESOLVED FURTHER THAT pursuant to the sub-division /split of equity shares of the Company, all the equity shares having nominal/face value of Rs. 10/- (Rupees Ten Only) each existing on the Record Date, shall stand sub- divided into the equity shares of the nominal/face value of Rs. 1(Rupees One only) each as follows:

Type of Capital	Pre Sub-division			Post Sub-Division		
	No. of Equity Shares	Face Value Per Share (INR)	Total Share Capital (INR)	No. of Equity Shares	Face Value Per Share (INR)	Total Share Capital (INR)
Authorised Share Capital						
Authorised Share Capital	1,35,00,000	10	13,50,00,000	13,50,00,000	1	13,50,00,000
Issued, Subscribed and Paid-up Share Capital						
Type of Shares	No. of Equity Shares	Face Value Per Share (INR)	Total Share Capital (INR)	No. of Equity Shares	Face Value Per Share (INR)	Total Share Capital (INR)
Issued, Subscribed and Paid-up Share Capital	1,34,00,800	10	13,40,08,000	13,40,08,000	1	13,40,08,000

RESOLVED FURTHER THAT upon sub-division/ split of equity shares as aforesaid, with effect from the Record Date for the equity Shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments including treatment of fractional entitlements, if any, on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division / split of equity shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorized Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division/ split of equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate

authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

11. TO ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (‘the Act’) and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as may be required and on the recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), Consent of the Members of the Company be and is hereby accorded to alter, modify and/or substitute the existing Clause V of the Memorandum of Association of the Company to the extent applicable on the equity share capital in the following manner:

V. “The Authorized Share Capital of the Company is Rs. 36,93,00,000 (Indian Rupees Thirty-Six Crores Ninety-Three Lakhs) divided into 13,50,00,000 (Thirteen Crores Fifty lakhs) equity shares of Rs.1 (Rupees One Only) each and 23,43,000 (Twenty-Three Lakhs Forty-Three Thousand) 5% Non-Convertible Redeemable Preference Shares of Rs. 100 each”

RESOLVED FURTHER THAT alternation of capital clause of the Memorandum of Association of the Company upon sub-division/ split of equity shares shall not be effect on face value of 5% Non-Convertible Redeemable Preference Shares of Rs. 100 each”.

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings and registrations as may be required in relation to the aforesaid change and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the aforesaid resolution and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

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: 22.08.2024

Place: New Delhi

NOTES:

1. In accordance with the provisions of the Companies Act, 2013 (“the Act”), read with the Rules made thereunder and General Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (“MCA”), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI and other Circulars issued by the Ministry of Corporate Affairs (“MCA”) and SEBI, with respect to holding the Annual General Meeting (“AGM”) through video conference/other audio visual means (“VC/OAVM”), from time to time (“the Circulars”), the 15th AGM of the Company will be held through VC/OAVM and hence, the facility for appointment of proxy by the members is not available for this AGM and the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. The venue of the meeting shall be deemed to be the Registered Office of the Company, situated at 45, Ground Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020. Pursuant to the above circulars, Annual Report for the Financial Year 2023-24 and Notice of the 15th AGM are sent only through electronic mode to all the Members of the Company. Physical copy of Annual Report and Notice calling 15th AGM will be sent to those shareholders who have requested for the same. Notice and Annual Report for the Financial Year 2023-2024 are also available on the website of the Company www.wonderelectricals.com.
2. For convenience of the members and proper conduct of AGM, members can login and join at least 20 minutes before the time scheduled for the AGM and the meeting link shall be kept open throughout the proceedings of the AGM. 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.
3. 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
4. The Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) in respect of the Special Business, specified in item nos. 6 to 11 of the accompanying Notice is annexed hereto.
5. Brief resume of the Directors proposed to be reappointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership /chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure 1**.
6. 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.
7. 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, herein below). Such Corporate Shareholders are requested to refer ‘General Guidelines for Shareholders’ provided in the notice below, for more information.

8. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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.
9. 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.
10. **DIVIDEND:** The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, on or after September 25th, 2024, to those persons or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on **Wednesday, 18th September, 2024** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on **Wednesday, 18th September, 2024** after giving effect to valid request(s) received for transmission/ transposition of shares.
11. **ELECTRONIC CREDIT OF DIVIDEND:** SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

Members holding shares in demat form are requested to update their bank account details with their respective Depository Participants (“DPs”). The Company or KFin cannot act on any request received directly from the Members holding shares in dematerialised form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

Shareholders are requested to ensure that their bank account details in their respective demat accounts are updated to enable the Company to provide timely credit of dividend in their bank accounts.
12. **TDS ON DIVIDEND:** Pursuant to the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a company on or after 1st April, 2020 has become taxable in the hands of the shareholders and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2024 and amendments thereof. Shareholders are requested to update their Permanent Account Number (“PAN”) with the Company/KFin (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode) on or before Wednesday, 18th September, 2024.

For Resident Shareholders: Tax shall be deducted at source under section 194 of the Income Tax Act, 1961 at the rate of 10% on the amount of Dividend declared and paid by the Company during the Financial Year (FY) 2024-25 provided a valid PAN is provided by the shareholder. In case shareholders do not have PAN or have invalid PAN or have not registered their valid PAN details with their DP/ KFin or shareholder's PAN is not linked with Aadhar or shareholders are classified as specified person u/s 206AB of the Income Tax Act, 1961, TDS at the rate of 20% shall be deducted

under Section 206AA of the Income Tax Act, 1961.

- a) **For Resident Individual:** No TDS shall be deducted on the Dividend payable to a resident individual if the total dividend to be received during FY 2024-25 does not exceed Rs. 5,000. Please note that this includes the future dividends, if any, which may be declared by the Board in the FY 2024-25.

Separately, in cases where the shareholder provides Form 15G (applicable to individuals) / Form 15H (applicable to individuals who are 60 years and above), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

- b) **For Resident Non-Individual:** No tax shall be deducted on the dividend payable to the following resident non- individuals where they provide relevant details and documents:

Insurance Companies: Self-declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority of India (IRDAI)/LIC/GIC.

Mutual Funds: Self-declaration that it is registered with SEBI and is notified under section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and certificate of registration with SEBI.

Alternative Investment Fund (AIF): Self-declaration that its income is exempt under section 10 (23FBA) of the Income Tax Act, 1961 and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of PAN card and certificate of AIF registration with SEBI.

New Pension System (NPS) Trust: Self declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Income Tax Act, 1961 and is being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of PAN card.

Recognized Provident Fund: Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the Income Tax Act, 1961 or self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952.

Approved Superannuation Fund: Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the Income Tax Act, 1961.

Approved Gratuity Fund: Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the Income Tax Act, 1961.

National Pension Scheme: A declaration that the NPS is exempt under Section 10(44) of the Income Tax Act, 1961 and registration taken under Pension Fund Regulatory and Development Authority Act, 2013.

Other Non-Individual shareholders: Self- attested copy of documentary evidence supporting the exemption along with self- attested copy of PAN card.

Please note that as per section 206AB of the Income Tax Act, 1961 in case a person has not filed his/her Return of Income for the preceding financial year and the aggregate of tax deducted at source in his/her case is Rs. 50,000 or more in the said financial year, TDS will be higher of the following:

- Twice the rate specified in the relevant provision of the Income Tax Act, 1961; or
- Twice the rate or rates in force; or
- The rate of five per cent.

The non-residents who do not have permanent establishment and residents who are not required to file a return under section 139 of Income Tax Act, 1961 are excluded from the scope of a "specified person" i.e. levy of higher TDS under section 206AB of the Income Tax Act, 1961.

For Non-resident Shareholders: Taxes are required to be withheld in accordance with the provisions of section 195 read with section 115A of the Income Tax Act, 1961 at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of GDRs and Foreign Portfolio Investors ("FPI")/ Foreign Institutional Investors ("FII"), the withholding tax shall be as per the rates specified in sections 196C and 196D of the Income Tax Act, 1961 respectively plus applicable surcharge and cess on the amount of dividend payable to them.

However, as per section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail DTAA benefits, the non-resident shareholder will have to provide the following:

- Self-attested copy of PAN card allotted by the Indian Income Tax authorities.
- Self-attested copy of Tax Residency Certificate (TRC) for Financial Year 2024-25 obtained from the tax authorities of the country of which the shareholder is a resident.
- Shareholders who have PAN and propose to claim treaty benefit need to mandatorily file Form 10F online at link <https://eportal.incometax.gov.in/> with effect from 1st April, 2024 to avail the benefit of DTAA.
- Self-declaration by shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement for Financial Year 2024-25.
- Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty.
- In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate.
- In case of shareholder being tax resident of Singapore, a letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore DTAA.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-Resident shareholder.

Declaration Under Rule 37BA

In case the dividend income is assessable to tax in the hands of a person other than the registered shareholder as on **Wednesday, 18th September, 2024**, in terms of Rule 37BA of the Income Tax Rules, 1962, the registered shareholder is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person on or before, 19th September, 2024. No request in this regard would be accepted by the Company/KFin after the said date or payment of dividend.

- 13.** Members may submit the aforementioned documents on or before **Wednesday, 18th September, 2024** in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained post **Wednesday, 18th September, 2024**. It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents from the shareholders, there would still be an option available with the shareholders to file the return of income and claim an appropriate refund, if eligible.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also provide the Company with all information/ documents and co-operation in any appellate proceedings.

The Company shall arrange to email the soft copy of TDS certificate to the shareholders at the registered email ID in due course, post payment of the said Dividend.

An email communication informing the shareholders regarding TDS as well as the relevant procedure to be adopted by them to avail the applicable tax rate is being sent by the Company at the registered email IDs of the Shareholders.

14. **IEPF:** Under section 124 of the Act, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (“IEPF”) administered by the Central Government.
15. **SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM:** 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 from **Monday 16th September, 2024 (from 9.00 a.m.) to Wednesday, 18th September, 2024 (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.
16. 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 **18th September, 2024**, through E-mail mentioning their name, demat account number/folio number, email id, mobile number at cs@wonderelectricals.com. The same will be replied by the Company suitably.
17. In line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 15th 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.
18. 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 15th AGM of the Company will also be available on the website of the Company at 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 and 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.
19. 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.
20. 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.
21. 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 **Wednesday, 18th September, 2024** 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., **Wednesday, 18th September, 2024**, 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 9th 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
- The remote e-voting period begins on **Saturday, 21st Saturday, 2024 at 9.00 a.m. and ends on Monday, 23rd September, 2024 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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.nsdl.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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 & 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.

Login type	Helpdesk details
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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:

Manner of holding shares i.e., Demat (NSDL or CDSL)	Your User ID is:
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.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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

1. 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. 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 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 AGM is same as the instructions mentioned above for remote e-voting.
- ❖ Only those Members/ shareholders, who will be present in the 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 AGM.
- ❖ Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 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 or call on Toll free no.: 1800-222-990 or can contact NSDL on 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., **Wednesday, 18th September, 2024** shall view the Notice of the 15th 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. 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., **Wednesday, 18th September, 2024**. 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. 5

M/s. **Tanuj Garg & Associates, Chartered Accountants having Firm Registration no. 013843C**, have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under Section 141 of the Companies Act, 2013.

The Audit Committee of the Company, after due deliberations and discussions, recommended to the Board, appointment of M/s **Tanuj Garg & Associates, Chartered Accountants**, as statutory auditors of the Company for a first term of 5 (five) years to hold office from the conclusion of 15th AGM scheduled to be held in 24th September, 2024 till the conclusion of the 20th Annual General Meeting to be held in the year 2029.

Based on recommendations of the Audit Committee, the Board of Directors at their meeting held on August 12, 2024, approved the appointment of M/s. **Tanuj Garg & Associates, Chartered Accountants**, as the Statutory Auditors of the Company for a First term of 5 (five) years. The appointment is subject to approval of the shareholders of the Company.

The remuneration to be paid to Statutory Auditors shall be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Member

ITEM NO. 6

The Board of Directors of the Company at its meeting held on May 15, 2024, 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 31st March, 2025 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2024-25.

The Board recommends the resolution as set out at item no. 6 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.6 will be made available for inspection of the Members through electronic mode by writing to the Company at cs@wonderelectricals.com from the date of circulation of the AGM Notice till the date of the AGM i.e., September 24, 2024.

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. 6 of this Notice except to the extent of their shareholdings in the Company, if any

ITEM NO. 7, 8 & 9

The Shareholders at the Annual General Meeting held on September 30, 2021, had approved the appointment of Mr. Jatin Anand (DIN: 07507727), Mr. Karan Anand (DIN: 05253410) and Mr. Siddhant Sahni (DIN: 07508004) as the Whole-time Director of the Company for a term of 3 [Three] years commencing from September 30, 2021 to September 29, 2024 and payment of remuneration thereof. Accordingly, it is proposed to re-appoint Mr. Jatin Anand (DIN: 07507727), Mr. Karan Anand (DIN: 05253410) and Mr. Siddhant Sahni (DIN: 07508004) as the Whole-time Director for a term of 5 [Five] years commencing from September 30, 2024 to September 29, 2029 and approving the payment of remuneration for the said tenure of office to be held by him.

Considering the contributions made by him in the growth trajectory of the Company, based on the recommendation and approval of the Nomination and Remuneration Committee, in their meeting held on August 12, 2024, the Board of Directors in their meeting held on August 12, 2024 **re-appointed Mr. Jatin Anand (DIN: 07507727), Mr. Karan Anand (DIN: 05253410) and Mr. Siddhant Sahni (DIN: 07508004) as Whole-time Director for a term of five years from September 30, 2024**, subject to approval of Shareholders of the Company in the ensuing Annual General Meeting on such terms and conditions including remuneration as agreed between the whole time directors and the Company, and as set out briefly in the resolution and the explanatory statement hereunder. The office of directorship of Mr. Jatin Anand (DIN: 07507727), Mr. Karan Anand (DIN: 05253410) and Mr. Siddhant Sahni (DIN: 07508004) shall be liable to retire by rotation.

1. The Whole Time Directors shall perform their duties the supervision and control of the Board, be entrusted with substantial powers of Management
2. Period of Re-Appointment: For the period of 5 years w.e.f. September 30, 2024
3. Remuneration Proposed:

The Remuneration payable to Mr. Jatin Anand, Mr. Karan Anand and Mr. Siddhant Sahni will be as follows:

- I. Salary: Not Exceeding Rs. 32,00,000/- (Rupees Thirty-two Lakhs only) per annum each Whole time directors.
- II. Allowance, Perquisites and other benefits: As per Company's policies or as approved by the Board and/or Nomination and Remuneration Committee of the company from time to time.
- III. The aggregate of Salary, together with perquisites, allowance and other benefits payable to Mr. Jatin Anand, Mr Karan Anand, Mr. Siddhant Sahni in any financial year shall not exceed Rs. 32,00,000/- (Rupees Thirty-Two lakhs only) per annum each.
4. In addition to above, he shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the Companies Policy;
5. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
6. In case the Company has no profits or its profits are inadequate in any financial year during his tenure, the Company will pay remuneration by way of salary, benefits, perquisites and allowances as mentioned in point 3 above as minimum remuneration, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

7. The limits specified above are the maximum limits and the Nomination and Remuneration Committee / Board may in its absolute discretion pay to the above-mentioned Directors lower remuneration and revise the same from time to time subject to the maximum limits stipulated above.
8. The Whole Time Directors are appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Whole Time Directors are liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Jatin Anand, Mr. Karan Anand and Mr. Siddhant Sahni under Section 190 of the Act. Other details of Whole Time Directors as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of SS-2 and other applicable provisions are provided in **Annexure – I** to this Notice.

Mr. Jatin Anand, Mr. Karan Anand and Mr. Siddhant Sahni are not debarred from holding the office of the director by virtue of any SEBI order or any other such authority. Accordingly, the Board of Directors recommends resolution as set out in item No. 7, 8 & 9 for approval of the Shareholders of the Company by way of passing a **Special Resolution**.

Except Mr. Jatin Anand, Mr. Yogesh Anand, Mr. Harsh Kumar Anand, Mr. Karan Anand, Mr. Yogesh Sahni, Mr. Siddhant Sahni and their relatives to the extent of their shareholding, if any, in the Company, none of other Directors or Key Managerial personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

ITEM NO. 10 & 11

The Equity shares of the Company are listed and are being traded on the BSE & NSE Limited. With a view to enhance the liquidity of the Company's equity shares and to encourage the participation of small investors by making equity shares of the Company more affordable to invest in the equity shares of the Company, the Board of Directors of the Company, in its meeting held on August 22, 2024 has considered and approved the sub-division/splitting of the existing equity shares of the Company, having nominal/face value of Rs.10/- (Rupees Ten Only) each be sub-divided into 10 (Ten) Equity Shares having nominal/face value of Rs.1/- (Rupees one Only) each, ranking pari-passu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date"), subject to approval of shareholders of the Company.

The Record Date for the aforesaid sub-division/ splitting of equity shares shall be fixed by the Board (including any Committee thereof) after the approval of the members is obtained for the proposed subdivision/splitting.

In the opinion of the Board, the proposed sub-division/splitting of the equity shares is in the best interest of the Company and the proposed sub-division of equity shares will not result in any change in the amount of Authorised, Issued, Subscribed and Paid-up equity share capital of the Company.

The sub-division/ splitting of equity shares proposed under Item No. 10 of this notice shall also require consequential amendments to the existing Clause V ('Capital Clause') of the Memorandum of Association of the Company as set out in Item no. 11 of this notice to reflect change in the face value of equity shares of the Company. such sub-division/ split shall not be effect on face value of preference share capital of the Company. Additionally, such sub-division/ split shall not be construed as a reduction in share capital of the Company.

Accordingly, the consent of the members is sought for passing of Ordinary Resolutions for Subdivision/ Splitting of Equity Shares as mentioned at Item No.10; and Alteration to the Capital Clause of the Memorandum of Association of the Company as mentioned at Item No. 11.

A Copy of the amended Memorandum of Association and other requisites documents are open for inspection for the shareholders at the registered office of the Company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to cs@wonderelectricals.com till the last date of the e-voting.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 10 & 11 except to the extent of their shareholding in the Company.

Accordingly, the Board recommends passing of the Resolutions set out in Item No. 10 & 11 of the accompanying Notice as **Ordinary Resolution**.

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

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

**Date: 22.08.2024
Place: New Delhi**

ANNEXURE-I

Details of Director(s) seeking Appointment/re-appointment in the ensuing 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).

Name of the Director	Mr. Jatin Anand	Mr. Karan Anand	Mr. Siddhant Sahni
Director Identification Number	07507727	05253410	07508004
Category	Whole Time Director	Whole Time Director	Whole Time Director
Date of Birth	01.06.1983	06.10.1984	12.12.1987
Age	41 years	40 years	37 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	12/05/2016	12/05/2016	12/05/2016
Relationship with Directors and KMPs	Son of Yogesh Anand, Promoter & CFO of the Company	Son of Harsh Kumar Anand, Promoter & Director of the Company	Son of Mr. Yogesh Sahni Promoter & Director of the Company
Qualifications	He is B.E. (I.T.) and Master in Business Administration.	He is B.E. (C.S.) and Master of Business Administration.	He is Bachelor in Business Administration.
Expertise in specific functional area	He is having more than 15 years' experience in the field of Manufacturing of electric ceiling fans, exhaust Fans and plastic fans and Managing the day-to-day operations of the company, including production, supply chain management. He has been on the board of Company since 12th May, 2016.	He is having more than 15 years' experience in the field of Manufacturing of electric ceiling fans, exhaust Fans and plastic fans as well as the components associated with manufacturing of these fans. He has been on the board of Company since 12th May, 2016.	He brings over 13 years of extensive experience in the consumer electronics and home appliances industry, with a specialized focus on the ceiling fans and Exhaust Fans sector. A strategic vision, operational excellence, and a relentless commitment to innovation and growth define his leadership journey. He has been on the board of the Company since 12th May 2016.
Details of Board Meetings attended by the Directors during the year	He attended 9 out of 9 Board Meeting during the FY 23-24.	He attended 9 out of 9 Board Meeting during the FY 23-24.	He attended 9 out of 9 Board Meeting during the FY 23-24.
Terms and Conditions of appointment/re-appointment along with remuneration.	As per resolution no. 4 & 7 of the Notice of this meeting read with explanatory statement thereto	As per resolution no. 3& 8 of the Notice of this meeting read with explanatory statement thereto	As per resolution no. 9 of the Notice of this meeting read with explanatory statement thereto
Membership of Committees of the company	Audit Committee	SRC Committee	SRC Committee

List of Directorships held in other Listed Companies	NIL	NIL	NIL
Membership/Chairmanship of Committees across other Public Companies	NIL	NIL	NIL
Shareholding in the company	16,32,000 12.18%	8,19,600 - 6.12 %	9,85,000 - 7.35%

INFORMATION AT A GLANCE

Particulars	Details
Mode	Video conference and other audio-visual means
Time and date of AGM	12:00 Noon (IST), Tuesday, 24 th September, 2024
Participation through video-conferencing	https://www.evoting.nsdl.com/
Helpline number for VC participation	1800-222-990
Cut-off date for e-voting	Wednesday, 18 th September, 2024
E-voting start time and date	9:00 A.M. (IST), Saturday, 21 st September, 2024
E-voting end time and date	5:00 P.M. (IST), Monday, 23 rd September, 2024
E-voting website of NSDL	https://www.evoting.nsdl.com/
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. Email: evoting@nsdl.co.in / pallavid@nsdl.co.in, 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 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 Email id: umesh.pandey@kfintech.com inward.ris@kfintech.com Contact number: +91 40 6716 1510</p>