

Date: September 29, 2023

<p>To, <b>Listing Compliance Department</b> <b>National Stock Exchange of India Limited (NSE)</b> <b>Exchange Plaza, Plot no. C-1, Block-G,</b> <b>Bandra Kurla Complex,</b> <b>Bandra (E), Mumbai -400 051</b></p> <p><b><u>Scrip Symbol: WEL</u></b> <b><u>ISIN: INE02WG01016</u></b></p>	<p>To, <b>BSE Limited</b> <b>Corporate Relation Department</b> <b>1st Floor, New Trading Ring</b> <b>Rotunga Building Phiroze Jeejeebhoy Towers</b> <b>Dalal Street, Mumbai - 400 001</b></p> <p><b>Scrip Code: 543449</b></p>
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**Sub: Submission of Voting Results and Scrutinizer's Report of the 14<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 28, 2023**

Dear Sir/Madam,

In continuation to our letter dated September 28, 2023, please find enclosed the following:

1. Voting Results of the business transacted at the AGM, as required under Regulation 44 of the Listing Regulations – **Annexure I**
2. Report of the Scrutinizer dated September 29, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure II**

The Voting Results along with the Scrutinizer's Report dated September 29, 2023 is made available on the Company's website at [www.wonderelectricals.com](http://www.wonderelectricals.com).

You are requested to kindly take the same on record.

Thanking you,

**For Wonder Electricals Limited**

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KUMAR  
JHA

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

**Encl: As above**

# Voting Results

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon				
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	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		9620710	9620710	100.0000	9620710	0	100.0000
Public- Institutions	E-Voting	1458124	219084	15.0251	219084	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1458124	219084	15.0251	219084	0	100.0000
Public- Non Institutions	E-Voting	2321966	1680470	72.3727	1680469	1	99.9999	0.0001
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2321966	1680470	72.3727	1680469	1	99.9999
<b>Total</b>		13400800	11520264	85.9670	11520263	1	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

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KUMAR  
ANAND

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Home

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Appoint a Director in place of Mr. Yogesh Anand (DIN: 00425775), who retire by rotation and being eligible offers himself for re-appointment.				
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	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		9620710	9620710	100.0000	9620710	0	100.0000
Public Institutions	E-Voting	1458124	219084	15.0251	219084	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1458124	219084	15.0251	219084	0	100.0000
Public- Non Institutions	E-Voting	2321966	1680470	72.3727	1680169	301	99.9821	0.0179
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2321966	1680470	72.3727	1680169	301	99.9821
<b>Total</b>		13400800	11520264	85.9670	11519963	301	99.9974	0.0026
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Validate

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Appoint a Director in place of Mr. Siddhant Sahni (DIN: 07508004), who retire by rotation and being eligible offers himself for re-appointment				
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		9620710	100.0000	9620710	0	100.0000	0.0000
	Poll	9620710						
	Postal Ballot (if applicable)							
	<b>Total</b>	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
Public- Institutions	E-Voting		219084	15.0251	219084	0	100.0000	0.0000
	Poll	1458124						
	Postal Ballot (if applicable)							
	<b>Total</b>	1458124	219084	15.0251	219084	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1680470	72.3727	1680169	301	99.9821	0.0179
	Poll	2321966						
	Postal Ballot (if applicable)							
	<b>Total</b>	2321966	1680470	72.3727	1680169	301	99.9821	0.0179
<b>Total</b>		13400800	11520264	85.9670	11519963	301	99.9974	0.0026
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Validate

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Ratify the remuneration payable to M/s. Ajay Kumar Singh & Co., Cost Auditors of the Company for the Financial Year 2023-24.				
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		9620710	100.0000	9620710	0	100.0000	0.0000
	Poll	9620710						
	Postal Ballot (if applicable)							
	<b>Total</b>	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
Public- Institutions	E-Voting		219084	15.0251	219084	0	100.0000	0.0000
	Poll	1458124						
	Postal Ballot (if applicable)							
	<b>Total</b>	1458124	219084	15.0251	219084	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1680470	72.3727	1680469	1	99.9999	0.0001
	Poll	2321966						
	Postal Ballot (if applicable)							
	<b>Total</b>	2321966	1680470	72.3727	1680469	1	99.9999	0.0001
<b>Total</b>		13400800	11520264	85.9670	11520263	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				to consider and approve increase in the Authorized Share Capital of the Company and consequential amendment of the Capital Clause in the Memorandum of Association of the Company				
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		9620710	100.0000	9620710	0	100.0000	0.0000
	Poll	9620710						
	Postal Ballot (if applicable)							
	<b>Total</b>	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
Public- Institutions	E-Voting		219084	15.0251	219084	0	100.0000	0.0000
	Poll	1458124						
	Postal Ballot (if applicable)							
	<b>Total</b>	1458124	219084	15.0251	219084	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1680470	72.3727	1680469	1	99.9999	0.0001
	Poll	2321966						
	Postal Ballot (if applicable)							
	<b>Total</b>	2321966	1680470	72.3727	1680469	1	99.9999	0.0001
<b>Total</b>		13400800	11520264	85.9670	11520263	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				to consider and approve the proposed acquisition/purchase or manufacturing business of Uttaranchal Industries (The Partnership Firm) against the consideration of issuance of 5% Non-convertible, Non-participating and Non-Cumulative Redeemable Preference shares to the				
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		0	0.0000	0	0	0	0
	Poll	9620710						
	Postal Ballot (if applicable)							
	<b>Total</b>	9620710	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		219084	15.0251	219084	0	100.0000	0.0000
	Poll	1458124						
	Postal Ballot (if applicable)							
	<b>Total</b>	1458124	219084	15.0251	219084	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1680470	72.3727	1680469	1	99.9999	0.0001
	Poll	2321966						
	Postal Ballot (if applicable)							
	<b>Total</b>	2321966	1680470	72.3727	1680469	1	99.9999	0.0001
<b>Total</b>		13400800	1899554	14.1749	1899553	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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# RUBINA VOHRA & ASSOCIATES

## COMPANY SECRETARIES

### CONSOLIDATED SCRUTINIZER REPORT

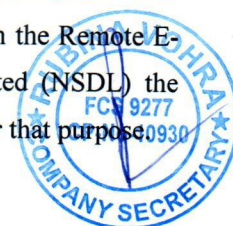
To,  
**Harsh Kumar Anand**  
**Chairman & Managing Director**  
**Wonder Electricals Limited**  
**45, Ground Floor, Okhla Industrial Estate,**  
**Phase-III, New Delhi-110020**

**Sub: Consolidated Scrutinizer's Report on Remote E-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended for the 14th Annual General Meeting of Wonder Electricals Limited, held on Thursday, September 28, 2023 at 02:00 P.M. (IST) through video conferencing/ other audio-visual means**

I, Rubina Vohra, Company Secretary in Whole Time Practice, having Membership Number FCS 9277 and Certificate of Practice Number 10930 have been appointed as scrutinizer by the Board of Director of the Company vide resolution dated 11<sup>th</sup> August 2023 for the purpose of scrutinizing the Voting Process in a fair and transparent manner i.e. remote e-voting and e-voting during the 14<sup>th</sup> Annual General Meeting (AGM) under the provision of Section 108 of the Companies Act ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 (as amended from time to time) and MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, August 17,2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28,2022 (Collectively referred to as "MCA Circulars")and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIRP/P/2022/62, dated May 13, 2022, issued by the Securities Exchange Board of India (SEBI Circular) on the resolution mentioned in Notice dated 30<sup>th</sup> August 2023 for the 14<sup>th</sup> AGM of the Company held on 28<sup>th</sup> Day of September 2023 at 02:00 PM through Video Conferencing / Other Audio Visual Means (OAVM) facility.

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules thereof including MCA Circulars relating to remote e-voting and e-voting during the 14th Annual General Meeting.

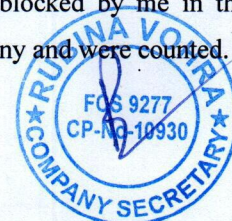
My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make Scrutinizer's Report of the votes cast in favour or against and invalid votes on the above resolution, based on the reports generated from the Remote E-Voting and 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






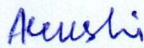
I hereby submit my report as under:

1. The AGM Notice was circulated by the Company to the shareholders whose email addresses are registered with the Company/Depositories for convening of AGM of the Company on **Thursday, 28<sup>th</sup> September, 2023 at 02.00 P.M. (IST)** through VC / OAVM to transact the business, as set out in the AGM Notice, as stated above, in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as provided in MCA & SEBI Circular. The dispatch of the Notice of AGM through e-mails was completed on **Tuesday, September 05, 2023.**
2. As prescribed in clause IV of the Circular dated 5th May, 2020 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company had released an advertisement prior to sending Notice of AGM to the Members which was published in English in 'Financial Express' and Hindi in 'Jansatta' Newspaper, dated 3<sup>rd</sup> September, 2023 having wide circulation. The Notice of AGM contained the required information as provided under clause IV (a) to (f) of the said circular.
3. The remote e-voting period commenced on **Monday, September 25, 2023 at 09:00 A.M. and ended on Wednesday, September 27, 2023 at 05:00 P.M.** via e-voting platform on the designated website of National Securities Depository Limited (NSDL), Authorized Agency to provide e- voting facility viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
4. The Advertisement about the dispatch of Notice was released in Financial Express (English edition) and Jansatta (Hindi edition) on 7<sup>th</sup> September, 2023.
5. The Company had also provided e-voting facility to the Members present during the AGM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
6. The members of the Company whose name were recorded in the Register of Member or in the register of Beneficial owners maintained in the depositories as on the **Cut-off date i.e., 21<sup>st</sup> September 2023** were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolution(s) as set out in the Notice dated 30<sup>th</sup> August 2023.
7. On completion of e-voting during the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by me in the presence of two witnesses who were not in the employment of the company and were counted.





  
.....  
(Signature of witness)  
(Lalit)

  
.....  
(Signature of witness)  
(Arushi)

8. The details containing the list of the shareholders who casted their votes through remote e-voting and e-voting during the AGM on each of the resolutions was downloaded from the e-voting website of NSDL (<http://www.evoting.nsdl.com>).
9. I have scrutinized and reviewed the remote e-voting and e-voting facility provided to shareholders during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
10. No members have voted through both modes i.e., remote e-voting as well as e-voting in the AGM.
11. The results of Remote E-Voting together with the e-voting conducted during the AGM by way of electronic means are as under:

• **Resolution 1: Ordinary Resolution**

**To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.**

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
71	11520263	99.9999

II. Voted **against** the Resolution:

Numbers of Members who	Number of votes cast by	% of Total number of
		VS 9277 CP No-10930





casted their votes	them	valid votes cast
1	1	0.0001

III. **Invalid** votes:

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

• **Resolution 2: Ordinary Resolution**

**To Appoint a Director in place of Mr. Yogesh Anand (DIN: 00425775), who retire by rotation and being eligible offers himself for re-appointment.**

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
70	11519963	99.9974

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
2	301	0.0026

III. **Invalid** votes:

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

• **Resolution 3: Ordinary Resolution**

**To Appoint a Director in place of Mr. Siddhant Sahni (DIN: 07508004), who retire by rotation and being eligible offers himself for re-appointment.**

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
70	11519963	99.9974

**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
2	301	0.0026

**III. Invalid votes:**

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

• **Resolution 4: Ordinary Resolution**

**To ratify the Remuneration payable to m/s. Ajay Kumar singh & co., Cost Auditors of the Company for the financial year 2023-24.**

**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
71	11520263	99.9999

**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
1	1	0.0001

**III. Invalid votes:**

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





Nil	Nil
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- **Resolution 5: Ordinary Resolution**

To consider and approve increase in the authorized share capital of the Company and consequential amendment of the capital clause in the Memorandum of association of the company.

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
71	11520263	99.9999

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
1	1	0.0001

III. Invalid votes:

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

- **Resolution 6: Special Resolution**

To consider and approve the proposed acquisition/purchase of manufacturing business of Uttaranchal Industries (“the partnership firm”) against the consideration of issuance of 5% non-convertible, non- participating and non-cumulative redeemable preference shares to the partnership firm.

I. Voted in favour of the Resolution:

Numbers of Members who	Number of votes cast by	% of Total number of





casted their votes	them	valid votes cast
62	1899553	99.9999

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
1	1	0.0001

III. **Invalid** votes:

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

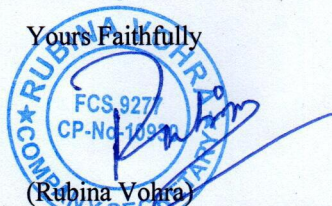
12. All relevant records and other electronic data and particulars of shareholders related to remote e-voting and e-voting at the AGM will remain in my safe custody until the Chairman Consider, approve and signs the minutes of the AGM and the same shall be handed over to the Company Secretary of the Company for safe keeping.

**RESULT**

All the Resolutions mentioned in the AGM Notice dated 30<sup>th</sup> August, 2023 as per the details above stands passed under Remote E-voting and voting conducted at AGM electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.

Thanking You

Yours Faithfully



(Rubina Vohra)  
Company Secretary in Whole time Practice  
FCS-9277  
COP No. 10930  
UDIN: F009277E001129341

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

Date: 29.09.2023  
Place: Noida

For Wonder Electricals Limited

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signed by  
**HARSH  
KUMAR  
ANAND**  
Date:  
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Harsh Kumar Anand  
Chairman & Managing Director