

FORMERLY KNOWN AS

WONDER FIBROMATS LIMITED

REGISTERED OFFICE: 45, GROUND FLOOR, OKHLA INDUSTRIAL ESTATE, PHASE III, NEW DELHI - 110020 I PHONE 011-66058952

CIN: L31900DL2009PLC195174

INFO@WONDERELECTRICALS.COM

WWW.WONDERELECTRICALS.COM

Date: September 29, 2023

To,

Listing Compliance Department National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot no. C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051

Scrip Symbol: WEL ISIN: INE02WG01016

To,

BSE Limited

Corporate Relation Department 1st Floor, New Trading Ring Rotunga Building Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400 001

Scrip Code: 543449

Sub: <u>Submission of Voting Results and Scrutinizer's Report of the 14th Annual General Meeting (AGM) of the Company held on September 28, 2023</u>

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.

You are requested to kindly take the same on record.

Thanking you,

For Wonder Electricals Limited

DHRUV Digitally signed by DHRUV KUMAR HA Date: 2023.09.29
JHA 16:37:27 +05'30'

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

Encl: As above

Voting Results

Home

Validate

Rese	olution required: (Ordi	nary / Special)			Ordinary		
		ilary / Special			Ordinary		
noter/promoter group are			ro receive, consider year ended 31st N	r and adopt the Addit farch, 2023 together	No teo Financial Staten with the Reports of thereon	nents or the Compar f the Board of Direct	ny for the financial ors and Auditors
Mode of voting	No. of shares held	No. of votes	% 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
2.00	(2)			9620710	0	100.0000	0.0000
-	9620710	3020,20					
Section of the sectio					*		
	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
				The state of the s			
oll .	1458124	219084	15.0251	219084	0	100.0000	0.0000
ostal Bailot (if applicable)							7 100 100 100 100 100 100 100 100 100 10
otal	1458124	219084	15.0251	219084	0	100.0000	0.0000
Voting							0.000
oll	2321966	1.680470	72.3727	1680469		99.9999	0.0001
ostal Ballot (if applicable)			WINDS OF THE			93,000	0.000
otal	2321966	1680470	72.3727	1	87-13-14-16-1		
Total	13400800	11520264		Whether resolution	1 5 No.	THE RESERVE THE PERSON NAMED IN COLUMN 2 IS NOT THE OWNER.	Yes 0.000
1 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	Mode of voting Yoting II Stal Eallot (if applicable) tal Yoting II Stal Ballot (if applicable) tal Voting III Stal Ballot (if applicable)	Mode of voting No. of shares held (1) (oting II 9620710 stal Eallot (if applicable) tal 9620710 /oting II 1458124 Voting Voting III 2321966 stal Ballot (if applicable) tal 2321966	No. of shares held	Description of resolution considered Year ended 31st N	No. of shares held No. of votes polled No. of votes polled on outstanding shares No. of votes polled on outstanding shares No. of votes in favour	No. of shares held No. of votes polled No. of votes polled	No. of votes No. of shares held No. of votes polled polled No. of votes polled No. of votes polled No. of votes polled polled No. of votes polled No. of votes polled polled polled No. of votes polled polled polled polled No. of votes polled polled polled No. of votes polled polled

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



			Reso	lution (2)				
	Resi	olution required: (Ordi	nary / Special)			Ordinary		
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Whether p		Description of resolut	l l	To Appoint a Direc	tor in place of Mr. Yo being eligible o	gesh Anand (DIN: 0 ffers himself for re-	00425775), who reting appointment.	re by rotation and
Category	Wode 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
	T	(1)	9620710	August March 19 and	9620710	0	100.0000	0.0000
	E-Voting	9620710	9620710	100.0000				
Promoter and	Poll		- management and the second		(4)	·		
Promoter Group	Postal Ballot (if applicable)				0.505740	0	100.0000	0.0000
	Total	9620710	9620710	100.0000				
	E-Voting	1458124	219084	15.0251	219084	0	100.0000	0.000
Public-	Poll							
Institutions	Postal Ballot (if applicable)			A SHALL SHEET		and the desired section of the secti		0.0000
	Total	14581.24	219084	15.0251	219084	C		Land to the state of the state
	E-Voting		1680470	72.3727	1680169	301	99.9821	0.0179
Public- Non Institutions	Poli	2321966					2 2 2 2 2 2 2	
	Postal Ballot (if applicable)						16 16 3 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
		2321966	1680470	72.372	1680169	30:	1 99.982	
	Total Total	13400800	11520264	85.9670	11519963	30:		
	ittai	1 234008001	To Proceed to the	alle delle delle delle	Whether resolution	is Pass or Not.		Yes
					Disclosure of	notes on resolutio	n Add	l Notes

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

		An administra	Resc	olution (3)	a terror free letter			i Mari Mari
	Res	solution required: (Ord	inary / Special)			Ordinary		
Whether	promoter/promoter group are	interested in the agen	da/resolution?			No		
Description of resolution considered			tion considered	To Appoint a Direc	tor in place of Mr. Sic being eligible o	dhant Sahni (DIN: offers himself for re		ire by rotation and
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
	E-Voting		9620710	100.0000	9620710	0	100.0000	0.0000
Promoter and	Poll	9620710						
Promoter Group	Postal Ballot (if applicable)				(4)	×		
	Total	9620710	9620710	1.00.0000	9620710	0	100.0000	0.0000
	E-Voting	1458124	219084	15.0251	219084	0	100.0000	0.0000
Public-	Poll							
Institutions	Postal Ballot (if applicable)			The second				
	Total	1458124	219084	15.0251	219084	0	100.0000	0.0000
	E-Voting		1680470	72.3727	1680169	301	99.9821	0.0179
Public- Non	Poli	2321966						ET LOCATION OF
Institutions	Postal Ballot (if applicable)							
	Total	2321966	1680470	72.3727	1680169	301	99.9821	
	Total	13400800	11520264		1	301.		
			AVE D		Whether resolution	is Pass or Not.		Yes
					Disclosure of	notes on resolution	Add	Notes

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

		加州的社会	Res	olution (4)			ALLE TE	
	Re	solution required: (Ord	dinary / Special)			Ordinary		
Whether	Whether promoter/promoter group are interested in the agenda/resolution?			***************************************		No		
Description of resolution considered			tion considered	To Ratify the remur	eration payable to N for the	1/s. Ajay Kumar Sin e Financial Year 202		ors of the Company
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polied 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
	L	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
T _a	E-Voting	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
Promoter and	Poll		1700 - Hallan Januari - Angele					
Promoter Group	Postal Ballot (if applicable)		- (** (** (** (** (** (** (** (** (** (*					
	Total	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
	E-Voting		219084	15.0251	219084	0	100.0000	
Public-	Poll	1458124			ľ			
Institutions	Postal Ballot (if applicable)							edaer – wals
	Total	1458124	219084	15.0251	219084	0	100.0000	0.0000
	E-Voting		1680470	72.3727	1680469	1	99.9999	0.0001
Public- Non	Poll	2321966						
Institutions	Postal Ballot (if applicable)							
	Total	2321966	1680470	72.3727	1680469	1	99.9999	0.0001
	Total	13400800	11520264	85.9670	11520263	1	100.0000	0.0000
				· ·	Whether resolution i	s Pass or Not.	Y	es
					Disclosure of r	otes on resolution	Add I	Votes

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

	Sand and the Market	SMELL LANGE	Resc	olution (5)				
	Re:	solution required: (Ord	inary / Special)	St. C. Class Avgarage		Ordinary		
Whether (promoter/promoter group are	interested in the agen			no approve increase mendment of the Ca			
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
	E-Voting		9620710	100.0000	9620710	0	100.0000	0.0000
Promoter and	Poli	9620710						
Promoter Group	Postal Ballot (if applicable)					N.		
	Total	9620710	9620710	100.0000	9620710	0	100.0000	0.0000
	E-Voting		219084	15.0251	219084	0	100.0000	0.0000
Public-	Poll	1458124				The second supplies		
Institutions	Postal Ballot (if applicable)							
	Total	1458124	219084	15.0251	219084	0	100.0000	0.0000
	E-Voting		1680470	72.3727	1680469	1	99.9999	0.0001
Public- Non	Poll	2321966					18 L 18 18 18 18 18	
Institutions	Postal Ballot (if applicable)						\$ 15 m	
	Total	2321966	1680470	72.3727	1680469	1	99.9999	0.0001
	Total	13400800	11520264			1	100.0000	
			1000	THE WAY SELECTION	Whether resolution	is Pass or Not.	\Y	'es
	*				Disclosure of	notes on resolution	Add	Notes

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

		中国 学 性创作的	Resc	olution (6)				
	Res	olution required: (Ord	linary / Special)			Special		
Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered			Yes 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
	<u> </u>	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		0	0.0000	0	0	0	0
Promoter and	Poll	9620710	****					
Promoter Group	Postal Ballot (if applicable)							
	Total	9620710	0	0.0000	0	0	0.0000	0.0000
	E-Voting	1458124	219084	15.0251	219084	0	100.0000	0.0000
Public-	Poll							
Institutions	Postal Ballot (if applicable)					alle and the second second second second second second second		
	Total	1458124	219084	15.0251	219084	0	100.0000	0.0000
	E-Voting		1680470	72.3727	1680469		99.9999	0.0001
Public- Non	Poll	2321966						
Institutions	Postal Ballot (if applicable)							
	Total	2321966	1680470	72.3727	1680469	1	99.9999	0.0001
	Total	13400800	1899554	14.1749	1899553	1	99.9999	0.0001
				14、2000年1月1日	Whether resolution	is Pass or Not.	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	'es
	•				Disclosure of	notes on resolution	Add	Notes

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

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Date:
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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 11th 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 14th 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 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 30th August 2023 for the 14th AGM of the Company held on 28th 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 1931

Email: rrassociatenoida@gmail.com | Contact: +91-9899687050, 9999695288 Address: FF-111, Ansal Fortune Arcade, K-Block, Sector-18, Noida-201301

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, 28th 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 3rd 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
- 4. The Advertisement about the dispatch of Notice was released in Financial Express (English edition) and Jansatta (Hindi edition) on 7th 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., 21stSeptember 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 30th 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 evoting and e-voting during the AGM on each of the resolutions was downloaded from the evoting website of NSDL (http://www.evoting.nsdl.com).
- 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 31st 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	Number of votes cast by	% of Total number of
casted their votes	them	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 \$9277
		Carlo Color

casted their votes	them	valid votes cast
1	1	0.0001

III. Invalid votes:

Numbers of Members whose votes were	Number of votes cast by
declared invalid	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	Number of votes cast by	% of Total number of
casted their votes	them	valid votes cast
70	11519963	99.9974

II. Voted against the Resolution:

Numbers of Members who	Number of votes cast by	% of Total number of
casted their votes	them	valid votes cast
2	301	0.0026

III. Invalid votes:

Numbers of Members whose votes were	Number of votes cast by
declared invalid	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	Number of votes cast by	% of Total number of
casted their votes	them	valid votes cast
70	11519963	99.9974

II. Voted against the Resolution:

Numbers of Members who	Number of votes cast by	% of Total number of
casted their votes	them	valid votes cast
2	301	0.0026

III. Invalid votes:

Numbers of Members whose votes were	Number of votes cast by
declared invalid	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	Number of votes cast by	% of Total number of
casted their votes	them	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
casted their votes	them	valid votes cast
1	1	0.0001

III. Invalid votes:

Numbers of Members whose votes were	Number of votes cast by	\$8 O 1/2
declared invalid	them	F09 9277 CP-No-10930
		OMAN SECRET

Nil	Nil

• 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	Number of votes cast by	% of Total number of
casted their votes	them	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
casted their votes	them	valid votes cast
1	1	0.0001

III. Invalid votes:

Numbers of Members whose votes were	Number of votes cast by
declared invalid	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	CP-No-10930
			ANY SECRE

casted their votes	them	valid votes cast
62	1899553	99.9999

II. Voted against the Resolution:

Numbers of Members who	Number of votes cast by	% of Total number of
casted their votes	them	valid votes cast
1	1	0.0001

III. Invalid votes:

Numbers of Members whose votes were	Number of votes cast by
declared invalid	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 30th 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

HARSH Digitally signed by HARSH KUMAR ANAND Date:

ANAND 2023.09.29
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+05'30'

Harsh Kumar Anand Chairman & Managing Director