

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION [MOA]
OF
WONDER ELECTRICALS LIMITED

- ✓ 1st The name of the company is "WONDER ELECTRICALS LIMITED".
- 2nd The registered office of the company will be situated in the National Capital Territory of Delhi and Haryana.

3rd (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -

1. To carry on the business of manufacturers, importers, exporters, sellers, job work, buyers and dealers whether as wholesalers or retailers of all kinds of electric fans both domestic and industrial, electric motors, mixture grinder, electrical appliances and to undertake its repair and maintenance and such other electrical goods related thereto.
2. To manufacture and deal in metals, substances and materials of all kinds which may be useful or conveniently employed in the manufacture of electric fans and in machinery apparatus, tools, articles like wire and cables, lamps, fans, fittings, electro medical, heaters, radiators, ovens, mixture grinder, refrigerators and air conditioning equipment and things used in the manufacture of electric motors and other electrical appliances of every kind.
3. To carry on business of electrical engineers and manufacture of all kinds of heavy and light electrical machinery and equipment's and apparatus for any purpose and to install, sell, hire or otherwise deal with the same in any manner whatsoever.
4. To carry on agency business and to act as agents for Indian and foreign principals as connected with the business as referred to in clause mentioned above.

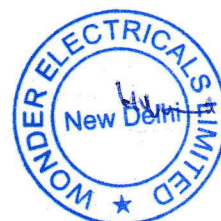
(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:

1. To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the company may deem necessary or convenient for the purpose of its main business.
2. *To apply for tender, offer, purchase or otherwise acquire any contracts, sub contracts, licences, options and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, perform or dispose off or otherwise turn to account the same.

✓ *The name clause was altered due to change of name of the Company that has been approved by way of special resolution by the shareholders of the Company at its Extra Ordinary General Meeting held on 24th November 2022.*



3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To Take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorised to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.
9. *Subject to the Provisions of the Companies Act 2013, to amalgamate, reconstruct or enter into any partnership or partially amalgamate with or acquire an interest in the business of any other company, person or firm carrying on or engaging in or about to carry on or engage in any business or transaction included in the objects of the Company, or enter into any arrangement for sharing profits or losses or for any union of interest, joint venture, reciprocal concession or for cooperation, or for mutual assistance, with any such person, firm or company, or to acquire any business (by way of amalgamation, arrangement, demerger, merger or otherwise) and carry on any other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, and to give or accept by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
10. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, formula, discoveries, trade mark, designs, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem



calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.

12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. *To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bill of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open, close, modify or operate any kind of account in any bank or other financial services firm and to pay into and draw money from such accounts and operate the same in the ordinary course of the Company.
16. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
17. To establish, or promote or concur in establishing or promote any company for the purpose of dealing all or any of the properties, rights and liabilities of the Company.
18. To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
19. Subject to the Provisions of Companies Act 2013, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
20. *To distribute as dividend or bonus among the members or to place reserve or otherwise to apply, as Company may, from time to time, think fit, determine any money received by way of premium on shares or debentures issued at a premium by the Company and any money's received in respect of forfeited shares and money arising from sales by the Company of forfeited shares, subject to the provisions of the Companies Act, 2013.
21. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.



22. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
23. *Subject to the provisions of Companies Act, 2013 to subscribe contribute, gift or money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
24. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
25. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
26. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.
27. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
28. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
29. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
30. *To institute, conduct, defend or compound any legal proceedings by or against the company or its holding, subsidiary or associate, joint venture or affiliates or officers thereof or otherwise concerning their affairs and pay, satisfy or compromise any claim made against the company or any of its officers notwithstanding that the claims may not be valid at law and to initiate or refer or agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.



31. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
32. *To lend, advance or deposit money or property either with or without security and give credit to such persons or companies and upon such terms as may be expedient and as the Company may approve and in particular to customers and persons having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to provide credit facilities to customers and others provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
33. *Subject to the provisions of the Companies Act, 2013, to invest, apply for, take, purchase, and acquire or otherwise employ moneys belonging to or entrusted to or at the disposal of the Company upon securities, units of unit trusts of India, stocks, debentures, debenture stock, public sector bonds, bonds, savings certificates, shares with or without security, upon such terms as may be thought proper and, from time to time, to vary such transactions in such manner as the Company may think fit.
34. *Subject to the provisions of Section 2(31), 73, 179, 185 and 186 of the Companies Act, 2013 and the Regulations made thereunder and the directions issued by Reserve Bank of India(RBI), to receive money on loan and borrow or raise money on deposit at interest, or otherwise in such manner as the Company may think fit, for the purposes of financing the business of the Company and in particular by the issue or sale of any bonds, mortgages, debentures or debentures stocks, perpetual or otherwise, including debentures or debenture stock convertible into shares of this or any other company or perpetual annuities, and in security of any such money so borrowed, raised, or received to mortgage, hypothecate, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital by assignment or otherwise and to give lenders the power to transfer or sell and exercise other powers as may seem expedient and to purchase, redeem, or pay any such securities.
35. *To incur debts and obligation for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for any business or purpose of the Company.
36. *To accept gifts, bequests, devises or donations of any movable or immovable property or any rights or interest therein.
37. *To become a member of any institution, body, co-operative society or other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate with such association(s) such information as may be likely to promote or be conducive to the objects of the Company.
38. *To insure against losses, damages, risks, accidents and liabilities of all kinds, which may affect the Company whether, in respect of its contracts, agreements, advances or securities or in respect of servant, employees, officers and agents of the Company, or in respect of the property belonging to or leased to or hired by the Company, either by setting apart funds of the Company or by effecting such insurances and in the latter case to pay the premium and charges thereon.



39. *To advertise or adopt such means of making known the Company, its brand or its business activities or any articles or goods traded in or dealt with by the Company in any way as may be expedient whether electronic, print, digital or social media, press, public places and theatres, radio, television, circular, purchase and exhibition or work of arts or interest or by any other mode, including conducting of competitions, exhibitions and giving of prizes, rewards and donations and to print and publish or have printed and published, journals, periodicals, newspaper, books, booklets, pamphlets, handbills and advertisement materials.

40. *To do all such other things as may be deemed incidental or conducive to the attainment or in furtherance of the objects specified in clause 3 as above.

4th. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**** (5th)** "The Authorized Share Capital of the Company is Rs. 36,93,00,000 (Indian Rupees Thirty-Six Crores Ninety Three Lakhs) divided into 1,35,00,000 (One Crore Thirty-Five Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 23,43,000 (Twenty-Three Lakhs Forty-Three Thousand) 5% Non-Convertible Redeemable Preference Shares of Rs. 100/- (Rupees 100) each", with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company."

**The Alterations in the ancillary object clause of Memorandum of Association (MOA) of the company was approved by shareholders of the company by way of Special resolution passed on 23rd September 2021 through postal ballot notice dated 23rd August 2021.*

*** The Alterations in the 5th clause i.e., Authorised Share Capital of this Memorandum of Association (MOA) of the company was approved by shareholders of the company in its 14th Annual General Meeting held on 28th September 2023 by way of Ordinary resolution.*

#The name clause was altered upon Conversion of the Company into public limited Company that has been approved by the shareholders of the Company in its Extra Ordinary General Meeting held on 15th June 2018.



6th We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

S.no.	Name, Description Occupation and Address of each Subscriber	No. of Equity Shares taken by each Subscriber	Signatures of Subscriber	Name, Address, Description, Occupation and signature of witness or witnesses.
1	BRIJ MOHAN BINDAL S/o.Sh. Jaswant Kumar Bindal R/o. 151, Madhuvan, Vikas Marg, Delhi-110092 (INDIA) Occupation: Business	1500 (One Thousand Five Hundred Only)	Sd/-	I witnesses the signature of all the subscribers who have signed in my presence. Sd/- (AJAY GOYAL) Chartered Accountant (M. No.:94223) S/o.Sh. K.B.L. Aggarwal R/o. 336/27 Tri Nagar, Delhi-110035
2	ANAND KUMAR AGARWALLA S/o. Late Sh. Nandlal Agarwalla R/o. B-38 Madhuvan, Preet Vihar, Vikas Marg, Delhi-110092 (INDIA) Occupation: Business	1500 (One Thousand Five Hundred Only)	Sd/-	
3	PRAMOD KUMAR SHAH S/o. Sh. Shyam Sunder Shah R/o.24, Hanuman Road, New Delhi-110001 (INDIA) Occupation: Business	1500 (One Thousand Five Hundred Only)	Sd/-	
4.	KAVITA KATARUKA D/o. Sh. Raghunath Prasad Kharkia R/o. N-31, Greater Kailash-I, New Delhi-110048 (INDIA) Occupation: Business	1500 (One Thousand Five Hundred Only)	Sd/-	
5.	HARSH KATARUKA S/o. Sh. Arun Kataruka R/o. N-31, Greater Kailash-I, New Delhi-110048 (INDIA) Occupation: Business	1500 (One Thousand Five Hundred Only)	Sd/-	
6.	PRAGYA AGGARWAL D/o. Sh. Jaswant Bindal R/o. B-38 Madhuvan, Preet Vihar, Vikas Marg, Delhi-110092 (INDIA) Occupation: Business	1500 (One Thousand Five Hundred Only)	Sd/-	
7.	KUNAL BINDAL S/o. Sh. Brij Mohan Bindal R/o. 151, Madhuvan, Vikas Marg, Delhi-110092 (INDIA) Occupation: Business	1500 (One Thousand Five Hundred Only)	Sd/-	
	TOTAL	10,500 (Ten Thousand Five Hundred)		

Place: Delhi

Dated this 9th Day of

October

2009

7 | Page

