



FORMERLY KNOWN AS
WONDER FIBROMATS LIMITED
REGISTERED OFFICE: 45, GROUND FLOOR, OKHLA INDUSTRIAL ESTATE,
PHASE III, NEW DELHI - 110020 | PHONE 011-66058952
CIN: L31900DL2009PLC195174
INFO@WONDERELECTRICALS.COM
WWW.WONDERELECTRICALS.COM

Date: 25.09.2024

<p>To, Listing Compliance Department National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot no. C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051</p> <p><u>Scrip Symbol: WEL</u> <u>ISIN: INE02WG01016</u></p>	<p>To, BSE Limited Corporate Relation Department 1st Floor, New Trading Ring Rotunga Building Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001</p> <p>Scrip Code: 543449</p>
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Sub: Proceedings of the 15th Annual General Meeting held on 24th September 2024

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the summary of proceedings of the 15th Annual General Meeting of the Shareholders of the Company held on Tuesday, September 24, 2024, at 12:00 Noon (IST) through Video Conferencing / Other Audio-Visual Means.

Kindly take the above on record and acknowledge receipt of the same.

Thanking you,

For Wonder Electricals Limited

Dhruv Kumar Jha
Company Secretary & Compliance Officer

SUMMARY OF PROCEEDINGS OF 15TH ANNUAL GENERAL MEETING OF WONDER ELECTRICALS LIMITED

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), we hereby inform you that the 15th Annual General Meeting (AGM) of the members of the Company was held on Tuesday, 24th September, 2024 at 12:00 Noon IST through Video Conference ("VC") / Other Audit Visual Means (OAVM) without the physical presence of the Members at a common venue, in compliance with the provisions of the Companies Act, 2013, read with applicable Circulars and Notifications issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") to transact the business as stated in the AGM Notice dated August 22, 2024 convening the 15th AGM.

In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) issued by ICSI, the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed Venue of the AGM.

As the AGM was held through VC, the facility for appointment of proxies by the members was not available.

The Company Secretary address the Members with welcome speech and give general advisory regarding the meeting and also informed the members, that the statutory registers under the Companies Act, 2013 and other documents as referred in the Notice of the AGM were made available for inspection to every member by writing specific request for inspection by sending an email to the Company.

The Company Secretary further informed that the company has received a request as speaker shareholder and certain questions/queries as on 18th September 2024 upto 5:00 PM, being last to receive request or queries by mail. Thereafter handover the proceeding to the Chairman.

Thereafter, Chairman of the Board, Mr. Harsh Kumar Anand, chaired the Meeting and welcomed all the members, Board of Directors and Invitees for participating Virtually.

At the request of the Chairman, all the Executive Director, Whole Time Director and Chief Financial officer attending the AGM from their respective locations introduced themselves to the members. Ten Directors of the Company, including the Chairman of the Audit Committee, Chairman of Nomination and Remuneration Committee and Chairman of the Stakeholders Relationship Committee, attended the AGM.

The Chairman also acknowledged the attendance of authorised representative of Statutory auditors and Secretarial Auditor & Scrutinizer.

The Chairman briefed about the actions which the Company had taken for enabling members to participate and vote on the items being considered in the AGM and informed that all efforts feasible under the circumstances were made by the Company to enable maximum participation of the members.

Thereafter, the Chairman addressed the Members and delivered his speech and briefly talks about the last year financial performance of the Company, general outlook for the sector and Companies future outlook. Thereafter, the Chairman ascertained that the requisite quorum was present and called the meeting to Order.

The Chairman informed the members that the 15th AGM notice and a copy of annual report for the FY ended 31st March 2024, have already been emailed to all shareholders whose e-mail addresses are registered with the Company or the Depositories. These documents have also been made available on the Company's website. Considering the above, the Notice taken as read.

It was further informed by the Chairman that the Statutory Auditors' Report on the Annual Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Secretarial Audit report for the Financial Year ended 31st March, 2024 does not contain any qualifications, observations or comments, Considering the above details, Both the auditor's report taken as read at the AGM.

The Chairperson informed the members that, the remote e-voting is already concluded and many members have cast their votes, there will be no proposer or seconder for the resolutions as set out in the notice of Annual General Meeting.

Thereafter chairman request to Mr. Yogesh Sahni, Managing Director of the company for address the shareholders.

Further, the Chairman request the Company Secretary to read out the agenda items and necessary voting instructions made for the benefit of members of the company.

The Company Secretary, thereafter, moved to the items of Business to be considered at the AGM as specified in the Notice of the AGM dated 22nd August 2024 as below.

	RESOLUTIONS DESCRIPTION	
Item No.	ORDINARY BUSINESS	TYPE OF RESOLUTION
1.	<i>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</i>	ORDINARY RESOLUTION
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	ORDINARY RESOLUTION
3.	TO APPOINTMENT OF MR. KARAN ANAND (DIN: 05253410), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.	ORDINARY RESOLUTION
4	TO APPOINTMENT OF MR. JATIN ANAND (DIN: 07507727), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.	ORDINARY RESOLUTION
5	TO APPOINTMENT OF TANUJ GARG & ASSOCIATES AS STATUTORY AUDITOR OF THE COMPANY AND TO FIX THEIR REMUNERATION.	ORDINARY RESOLUTION
	SPECIAL BUSINESS	
6.	TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2025.	ORDINARY RESOLUTION
7.	TO RE-APPOINTMENT OF MR. JATIN ANAND (DIN: 07507727) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS.	SPECIAL RESOLUTION

8.	TO RE-APPOINTMENT OF MR. KARAN ANAND (DIN: 05253410) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS.	SPECIAL RESOLUTION
9.	TO RE-APPOINTMENT OF MR. SIDDHANT SAHNI (DIN: 07508004) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS.	SPECIAL RESOLUTION
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.	ORDINARY RESOLUTION
11.	TO ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY	ORDINARY RESOLUTION

The Company Secretary further informed that the remote e-voting commenced on Saturday, 21st September, 2024 at 09:00 a.m. and ended on Monday, 23rd September, 2024 at 05:00 p.m. It was further informed that, Members attending the AGM who have not already cast their vote by remote e-voting shall be able to cast their vote electronically during the meeting which was integrated with VC platform.

The Company Secretary further informed the members that the e-voting window open for another 15 minutes after the proceeding of the AGM shall stand concluded and requested the members who had not already cast their vote to cast the same before the said time.

The Members were informed that Ms. Rubina Vohra, Practicing Company Secretary has been appointed by the board as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Company Secretary further informed that the voting results along with the consolidated Scrutinizers Report shall be informed to the Stock Exchanges and be placed on the website of the Company.

The Chairman invited the shareholder who have registered themselves as Speaker Shareholder, to give his valuable opinions and suggestions and the same were addressed by the chairman.

Thereafter, Chairman thanked the Members for their presence and active participation and support extended to the Company and declare the proceedings of the meeting as complete and concluded at 12:38 PM.

The aforesaid proceedings do not purport to the minutes of the proceedings of the said Annual General Meeting.
