

**Date: 27.05.2025**

<b>To,</b> <b>Chief Manager</b> <b>Listing Compliance Department</b> <b>National Stock Exchange of India Limited</b> <b>(NSE)</b> <b>Exchange Plaza, Plot no. C-1, Block-G,</b> <b>Bandra Kurla Complex,</b> <b>Bandra (E), Mumbai -400 051</b>  <u><b>Scrip Symbol: WEL</b></u> <u><b>ISIN: INE02WG01024</b></u>	<b>To,</b> <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>  <u><b>Scrip Code: 543449</b></u>
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**Sub: Submission of Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir(s),

With Reference to the above- mentioned subject, we are submitting herewith Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2025 given by M/s. Rubina Vohra and Associates, Company Secretaries, in compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on your record.

Thanking You,

**For Wonder Electricals Limited**

**Dhruv Kumar Jha**  
**Company Secretary & Compliance officer**

**Encl: A/a**



# RUBINA VOHRA & ASSOCIATES

## COMPANY SECRETARIES

### ANNUAL SECRETARIAL COMPLIANCE REPORT OF WONDER ELECTRICALS LIMITED FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015]

To,  
The Board of Directors  
Wonder Electricals Limited  
45, Ground Floor, Okhla Industrial Estate,  
Phase-III, New Delhi-110055

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Wonder Electricals Limited. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, Rubina Vohra & Associates, Practicing Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by **WONDER ELECTRICALS LIMITED** (formerly Known as "Wonder Fibromats Limited") (CIN: L31900DL2009PLC195174) (hereinafter referred to as the "the listed Entity") having its registered office at 45, Ground Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020.
- b) the filings/ submissions made by the listed Entity to the stock exchanges,
- c) website of the the listed Entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification





for the year ended 31st March, 2025 ("**Review Period**") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations (including amendments therein), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "**SEBI LODR**") and amendments from time to time;
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the review period.)**
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the review period)**
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the review period)**

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:





a) The listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

S. No.	Compliance Requirement (Regulations/ Circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action i.e Advisor y/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine amount / (INR)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The Company is required to file the related party transactions in pdf and XBRL on the date of publication of its standalone financial results.	Regulation 23(9) of the SEBI (LODR)	1 day delay	National Stock Exchange (NSE) & BSE Ltd.	Fine	The Company has filed the related party transaction in pdf on the same day of submission of standalone financial results but filed XBRL in next day. So NSE & BSE has imposed a fine of Rs. 5000/- for 1 day delay.	5,900/- (including 18% GST) by NSE & BSE.	Stock Exchange asked the Company to file the comments made by the Board to the Exchange for dissemination but the Company has not filed such comments with exchange.	The Board of Directors in its meeting held on 12.08.2024 had taken note of the Stock Exchange communication and the imposed fine. The matter was duly recorded in the minutes. However, due to an inadvertent oversight, the Board's comments were not separately submitted to the	The delay and omission were inadvertent; fine has been paid. Steps are taken to avoid such issues in future.





									Exchange for dissemination. The Company assures that such an omission will not recur in future.	
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- b) The listed Entity has taken the following actions to comply with the observations made in previous reports, **(Not Applicable, as there was no observation in the previous secretarial compliance report of the Company)**
- c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S.NO.	Particulars	Compliance Status (Yes / No / NA)	Observations/ Remarks by PCS
1.	<b><u>Secretarial Standards:</u></b>  The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	NIL
2	<b><u>Adoption and timely updation of the Policies:</u></b>		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	YES	NIL
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars guidelines issued by SEBI.	YES	NIL
3.	<b><u>Maintenance and disclosures on Website:</u></b>		
	• The Listed entity is maintaining a functional website.	YES	NIL





	<ul style="list-style-type: none"> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> </ul>	YES	NIL
	<ul style="list-style-type: none"> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</li> </ul>	YES	NIL
4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.	YES	NIL
5.	<b><u>To examine details related to Subsidiaries of listed entities</u></b>		
	<ul style="list-style-type: none"> <li>• Identification of material subsidiary companies.</li> </ul>	NA	The Company has no material subsidiary.
	<ul style="list-style-type: none"> <li>• Requirement with respect to disclosure of material as well as other subsidiaries.</li> </ul>	NA	The Company has no subsidiary.
6.	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	NIL
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	NIL
8.	<b><u>Related Party Transactions:</u></b>		
	<ul style="list-style-type: none"> <li>• The Listed entity has obtained prior approval of Audit Committee for all Related party transaction</li> </ul>	YES	NIL





	<ul style="list-style-type: none"> <li>• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee</li> </ul>	NA	All Related party transactions were entered after obtaining prior approval of the audit committee.
9.	<p><b><u>DISCLOSURE OF EVENTS OR INFORMATION:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder</p>	YES	However, disclosure in relation to fine levied by NSE & BSE as mentioned in this report above was not disclosed. The Company has been advised to ensure strict compliance with disclosure norms going forward.
10.	<p><b><u>PROHIBITION OF INSIDER TRADING:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	YES	NIL
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any</u></b></p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	No	Same as stated earlier.
12.	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and /or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	N/A	During the Period under review no such instances have occurred.





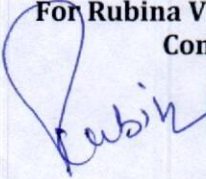
13.	<b><u>No additional non-compliances observed:</u></b>  No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc.	YES	NIL
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We further report that the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the SEBI (LODR) Regulations, 2015 are *Not Applicable* to the listed entity.

**Assumptions & Limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither assurance as to future viability of the listed entity nor of the efficiency or effectiveness with which management has conducted the affairs of the listed entity.

Place: Noida  
Date: 24.05.2025

For Rubina Vohra & Associates  
Company Secretaries  
  
(CS) Rubina Vohra  
Proprietor  
FCS: 9277  
C.P.No: 10930  
Peer Review No. 1829/2022  
UDIN: F009277G000431182  
Firm Regt No.: S2012UP191400