

NOTICE TO MEMBERS

NOTICE OF THE 16th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **16th (Sixteenth)** Annual General Meeting (“AGM” / “Meeting”) of the Members of **Wonder Electricals Limited** (the “Company”) will be held on **Wednesday, 24th September, 2025 at 12:00 Noon (IST)**, through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OAVM’) to transact the following business:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon as circulated to shareholders of the Company, be and are hereby received, considered and adopted.”

2. **TO DECLARE FINAL DIVIDEND OF RS. 0.10/- (10%) PER EQUITY SHARE OF FACE VALUE OF RS. 1/- EACH FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND TO CONFIRM THE INTERIM DIVIDEND OF RS. 0.10/- (10%) PER EQUITY SHARE, ALREADY PAID DURING THE FINANCIAL YEAR 2024-25.**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution:**

"RESOLVED THAT a final dividend of ₹0.10/- (10%) per equity share of face value ₹1/- each be and is hereby declared for the financial year ended March 31, 2025, and that the same be paid to those shareholders whose names appear in the Register of Members as on the Record Date, as fixed by the Board of Directors.

RESOLVED FURTHER THAT the interim dividend of ₹0.10/- (10%) per equity share of face value ₹1/- each, already paid during the financial year 2024-25, be and is hereby noted and confirmed."

3. **TO APPOINTMENT OF MR. YOGESH SAHNI (DIN:00811667), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Yogesh Sahni (DIN: 0081667) who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. TO APPOINTMENT OF MR. HARSH KUMAR ANAND (DIN: 00312438), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Harsh Kumar Anand (DIN: 00312438) who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

5. TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2026.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Ajay Kumar Singh & Co., Cost Accountants (Firm Registration Number 000386), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025 amounting to Rs. 40,000/- (Rupees Forty thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses) be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable for the

6. TO APPROVE THE APPOINTMENT OF M/S RUBINA VOHRA & ASSOCIATES, FIRM OF COMPANY SECRETARIES IN PRACTICE AS SECRETARIAL AUDITOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), pursuant to recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of M/s. Rubina Vohra & Associates, Practicing Company Secretaries (peer review no.1829/2022), as the Secretarial Auditor of the Company, for a term of five (5) consecutive years commencing from FY 2025-26 till FY 2029-30, on such remuneration as decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

7. TO APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1)(c) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in supersession of all earlier resolutions passed in this regard, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures (whether convertible or non-convertible), commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 200 Crore/- (Rupees Two Hundred Crore Only) over and above the limit as prescribed under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions including interest rate, tenure, repayment, security or otherwise and to execute all such deeds, documents, writings and to do all such acts, deeds and things as may be necessary or incidental for giving effect to this resolution.”

8. TO APPROVE CREATION OF CHARGE/MORTGAGE ON ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’), to sell, lease or create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such immovable or movable properties of the Company, both present and future, and in such manner as the board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of the Banks, Financial Institutions, any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expensed and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of indebtedness secured by the properties of the Company shall not exceed Rs. 200 Crores (Rupees Two Hundred Crore only) at any time.”

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and the Company Secretary of the Company be and are hereby severally authorised to finalise the terms and conditions with the lenders, execute necessary documents and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution.”

9. TO APPROVE AND INCREASE THE LIMITS FOR LOANS, GUARANTEES, SECURITIES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof), to:

- give any loan to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any person or other body corporate; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

as the Board may in its absolute discretion deem beneficial and in the interest of the Company, provided that the aggregate of such loans, guarantees, securities and investments made or to be made by the Company, from time to time, shall not exceed an overall limit of Rs. 200 Crores (Rupees Two Hundred Crores only), over and above the limits prescribed under Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution including filing of necessary forms or returns with the Registrar of Companies and to do all such acts, deeds and things as may be incidental or ancillary thereto.”

10. TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Amendment) Act, 2017 and the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board for advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person/entity, in whom any of the director of the company is interested as specified under Section 185 of the Companies Act, 2013 (hereinafter commonly known as the Entities), as the Board of the Directors, upon the recommendations of Audit Committee, deems fit and beneficial/ in the best interest of the Company, including all the existing transactions, if any, pertaining to advancing loan and/or giving guarantee and/or providing any security to the Entities, provided that the advancing loan and/or giving guarantee and/or providing any security to the Entities at any point of time shall not exceed the aggregate limit of Rs. 200 Crore (Rupees Two Hundred Crore Only), singly or collectively, to all the Entities.

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company, growth in the industry and the Indian economic conditions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution including filing of necessary forms or returns with the Registrar of Companies and to do all such acts, deeds and things as may be incidental or ancillary thereto.”

By order of the Board
For **Wonder Electricals Limited**

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

Registered Office:

45, Ground Floor, Okhla Industrial Estate,
Phase-III, New Delhi-110020
CIN: L31900DL2009PLC195174

Date: 12.08.2025

Place: New Delhi

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), vide its General circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 09/2024 dated 19th September, 2024 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), the 16th Annual General Meeting (“AGM”) of the Members of the Company is being convened and conducted through VC. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. For convenience of the members and proper conduct of AGM, members can login and join at least 20 minutes before the time scheduled for the AGM and the meeting link shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for Shareholders on ‘first come first serve’ basis. This will not include large Shareholders (i.e., Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.
3. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
4. The Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) in respect of the Special Business, specified in item nos. 5 to 10 of the accompanying Notice is annexed hereto.

5. Brief resume of the Directors proposed to be reappointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership /chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure-1**.
6. Since the AGM is being held pursuant to the Circulars issued by the Ministry of Corporate Affairs through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint a proxy by a member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their vote through remote e-voting.
7. However, in terms of the provisions of section 112 and 113 of the Act read with the said Circulars, Corporate Shareholders are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and participate there at, including cast votes by electronic means (details of which are provided separately, herein below). Such Corporate Shareholders are requested to refer 'General Guidelines for Shareholders' provided in the notice below, for more information.
8. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is providing facility of remote e-Voting to its Shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
9. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the Shareholders during the AGM without any fee. Shareholders seeking to inspect such documents may send an email to cs@wonderelectricals.com.
10. **DIVIDEND:** The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, on or after September 25th, 2025, to those persons or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on **Thursday, 18th September, 2025** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on **Thursday, 18th September, 2025** after giving effect to valid request(s) received for transmission/ transposition of shares.
11. **ELECTRONIC CREDIT OF DIVIDEND:** SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

Members holding shares in demat form are requested to update their bank account details with their respective Depository Participants ("DPs"). The Company or KFin cannot act on any request received directly from the Members holding shares in dematerialised form for any change of bank particulars.

Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

Shareholders are requested to ensure that their bank account details in their respective demat accounts are updated to enable the Company to provide timely credit of dividend in their bank accounts.

12. TAX ON DIVIDEND: Members may note that pursuant to the Finance Act, as amended, dividend income is now taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at the rates prescribed in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable, members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 and Rules thereto.

- a) **For Resident members:** Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during the year, subject to PAN details registered/ updated by the member. If PAN is not registered/ updated in the demat account/folio as on the Record date/cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961. No tax at source is required to be deducted, if during the financial year, the aggregate dividend paid or likely to be paid to an individual member does not exceed ₹5,000 (Rupees Five Thousand Only). Further, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual who is of the age of 60 years and above), provided that the eligibility conditions are being met, no TDS shall be deducted. Notwithstanding the above, in case PAN of any member falls under the category of 'Specified Person', the Company shall deduct TDS @20% as per Section 206AB of the Income Tax Act 1961.
- b) **For Resident Non-Individual:** No tax shall be deducted on the dividend payable to the following resident non- individuals where they provide relevant details and documents:

Insurance Companies: Self-declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority of India (IRDAI)/LIC/GIC.

Mutual Funds: Self-declaration that it is registered with SEBI and is notified under section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and certificate of registration with SEBI.

Alternative Investment Fund (AIF): Self-declaration that its income is exempt under section 10 (23FBA) of the Income Tax Act, 1961 and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of PAN card and certificate of AIF registration with SEBI.

New Pension System (NPS) Trust: Self declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Income Tax Act, 1961 and is being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of PAN card.

Recognized Provident Fund: Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the Income Tax Act, 1961 or self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952.

Approved Superannuation Fund: Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the Income Tax Act, 1961.

Approved Gratuity Fund: Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the Income Tax Act, 1961.

National Pension Scheme: A declaration that the NPS is exempt under Section 10(44) of the Income Tax Act, 1961 and registration taken under Pension Fund Regulatory and Development Authority Act, 2013.

Other non-individual shareholders: Self- attested copy of documentary evidence supporting the

exemption along with self- attested copy of PAN card.

Please note that as per section 206AB of the Income Tax Act, 1961 in case a person has not filed his/her Return of Income for the preceding financial year and the aggregate of tax deducted at source in his/her case is Rs. 50,000 or more in the said financial year, TDS will be higher of the following:

- a) Twice the rate specified in the relevant provision of the Income Tax Act, 1961; or
- b) Twice the rate or rates in force; or
- c) The rate of five per cent.

The non-residents who do not have permanent establishment and residents who are not required to file a return under section 139 of Income Tax Act, 1961 are excluded from the scope of a "specified person" i.e. levy of higher TDS under section 206AB of the Income Tax Act, 1961.

For Non-Resident Members: Tax at source shall be deducted under Section 195 of the Income-Tax Act, 1961 at the applicable rates. As per the relevant provisions of the Income-Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident members. As per Section 90 of the Income Tax Act, 1961, members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement ("DTAA"). To avail the Tax Treaty benefits, the non-resident member will have to provide the following:

- a. Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the member is a resident.
- b. Self-declaration in Form 10F.
- c. Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities, if any.
- d. Self-declaration, certifying the following points:
 - Member remained a tax resident of the country of its residence during the financial year 2024-25;
 - Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company.
 - Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - Member does not have a taxable presence or a permanent establishment in India during the financial year 2024-25.

13. Notwithstanding the above, in case PAN falls under the category of 'Specified Person', member is mandatorily required to submit a declaration providing status of Permanent Establishment in India for the financial year 2025-26. As per Section 206AB of the Income Tax Act 1961, if the said declaration is not furnished, the Company shall deduct tax at source at twice the applicable rate.

14. The Company shall not be obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-Resident member.

15. In order to enable the Company to determine the appropriate TDS/withholding tax rate applicable, members are requested to provide the aforesaid details and documents on or before Thursday September 18, 2025 at inward.ris@kfintech.com and Blank Form 15G and 15H can be downloaded from the website of KFin Technologies Limited, (Registrar and Share Transfer Agents/RTA) viz. <https://ris.kfintech.com/form15>. No communication on the tax determination/deduction shall be entertained post **Thursday September 18, 2025**. Members may note that in case the tax on said dividend is deducted at a higher rate due to non-receipt of the aforementioned details/ documents, there

would still be an option available to the member to file the return of income and claim an appropriate refund, if eligible.

16. In accordance with the provisions of the Income Tax Act 1961, TDS certificates can be made available to the members at their registered e-mail ID after filing of the quarterly TDS Returns of the Company, post payment of the said dividend.
17. Dividends, if not encashed for a consecutive period of 7 years, from the date of transfer to Unpaid / Unclaimed Dividend Account of the Company, are liable to be transferred to Investor Education and Protection Fund ("IEPF"). Further, the shares of a member who does not encash his/ her dividend for a continuous period of 7 years, are also liable to be transferred to the demat account of IEPF Authority. In view of this, members, who have not yet claimed their dividend, paid by the Company upto and during the financial year ended March 31, 2025, are requested to claim their dividends from the Company / RTA, within the stipulated timeline. Information in respect of the unclaimed dividend as on March 31, 2025, will be uploaded on the website of the Company www.wonderelectricals.com after the AGM.
18. **SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM:** Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered Email ID mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@wonderelectricals.com from **Tuesday 16th September, 2025 (from 9.00 a.m.) to Thursday, 18th September, 2025 (up to 5.00 p.m.)**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
19. The Shareholders, who do not wish to speak during the AGM but have queries may send their queries or seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **18th September, 2025**, through E-mail mentioning their name, demat account number/folio number, email id, mobile number at cs@wonderelectricals.com. The same will be replied by the Company suitably.
20. In line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 16th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only **through electronic mode**, to all those Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.
21. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 16th AGM of the Company will also be available on the website of the Company at www.wonderelectricals.com. The same can also be accessed from the website of both the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and AGM notice is also available on the website of NSDL (agency providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form.

23. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Shareholders.
24. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialised form are requested to submit the said details to their Depository Participant(s).

❖ Voting through electronic means

- There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed **Thursday, 18th September, 2025** as the “**cut-off date**” to determine the eligibility to vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e., **Thursday, 18th September, 2025**, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.
- Only those Shareholders, who will be present at the AGM through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- Further, pursuant to SEBI Circular dated 9th December, 2020, to eradicate the hardship caused to the Shareholders of remembering login credentials of various e-voting service providers (ESPs), the SEBI has mandated to provide the facility of using single login credentials with various ESPs. This means Shareholders can avail the e-voting facility of various ESPs through their single login credentials, this will help in non-creation of login credentials again and again.
- The Board has appointed Ms. Rubina Vohra, Proprietor of M/s. Rubina Vohra & Associates, Company Secretaries, as the Scrutiniser to scrutinise the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- The Scrutiniser shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. She shall submit a Consolidated Scrutiniser's Report of the total votes cast in favour or against, within 2 working days from the conclusion of the AGM, to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- The results declared along with the Scrutiniser's Report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA and will also be placed on the Company's website www.wonderelectricals.com
- The remote e-voting period begins on **Sunday, 21st September, 2025 at 9.00 a.m. and ends on Tuesday, 23rd September, 2025 at 5.00 p.m.** and the remote e-voting module shall be disabled by NSDL for voting thereafter. once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

❖ **How do I vote electronically using NSDL e-voting system?**

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





How to Log-in to NSDL e-voting website?

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and

	<p>you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-</p>

	Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL)	Your User ID is:
a) For Shareholders who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Shareholders who hold shares in demat account with CDSL.	<p>16 Digit Beneficiary ID</p> <p>For example, if your Beneficiary ID is 12***** then your user ID is 12*****</p>
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5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- c) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
 3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rrassociatenoida@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@wonderelectricals.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
2. Alternatively, Shareholders/Shareholders may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

❖ **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE AGM:**

- ❖ The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ❖ Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- ❖ Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- ❖ The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

❖ **Other Information**

- i.) In case of any queries with respect to remote e-voting or e-voting at the AGM, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Toll free no.: 1800-222-990 or can contact NSDL on evoting@nsdl.co.in.
- ii.) Those persons, who have acquired shares and have become Shareholders of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Shareholders or Register of beneficial holders as on the cut-off date i.e., **Thursday, 18th September, 2025** shall view the Notice of the 16th AGM on the Company's website or on the website of NSDL.
- iii.) Such persons may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
- iv.) Voting rights of the Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., **Thursday, 18th September, 2025** A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- v.) Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.

❖ **INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AS UNDER:**

Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Shareholders may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under **"Join General Meeting menu"**.

- i. The link for VC/OAVM will be available in "Shareholders/Shareholders" login where the EVEN of Company will be displayed.
- ii. Shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned hereinabove in the Notice, to avoid last minute rush.
- iii. Please note that Shareholders connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Shareholders are also encouraged to join the Meeting through Laptops for better

experience. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance in the meeting.

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors on the recommendation of Audit Committee, appointed **Mr. Ajay Kumar Singh & Co, Cost Accountant in Practice (Firm Registration No.- 000386)**, as the Cost Auditor of the Company for conducting the audit of the cost records of the Company for the financial year 2025-26, at a remuneration of Rs. 40,000/-(Forty Thousand only) excluding tax and out of pocket expenses which shall be reimbursed to him on actual basis.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, requires ratification by the shareholders of the Company.

Accordingly, the shareholders are requested to ratify the remuneration of the Cost Auditor for the financial year 2025-26 as set out above for the aforesaid services to be rendered by him.

None of the Directors and Key Managerial Personnel and their relatives, are in any way, financially or otherwise, concerned or interested financially or otherwise, in the passing of the resolution set out at **Item No. 5 of the Notice.**

The Board of Directors of the Company recommends the resolution set forth at **Item no. 5** of the accompanying Notice, for the approval of the shareholders as an **Ordinary Resolution.**

ITEM NO. 6

In terms of the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to the amended provision of Regulation 24A of the Listing Regulations, 2015, every listed company is required to undertake Secretarial Audit by a Peer Reviewed Company Secretary who shall be appointed by the shareholders of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on August 12, 2025, subject to approval of shareholders, have approved the appointment of M/s. Rubina Vohra & Associates, Practicing Company Secretaries (peer review no.1829/2022), as the Secretarial Auditor of the Company, for a term of five (5) consecutive years, commencing from FY 2025-26 till FY 2029-30, on such remuneration as decided by the Board of Directors of the Company.

M/s. Rubina Vohra & Associates, have given their consent to act as the Secretarial Auditors of the Company and have confirmed that their appointment, if made, will be within the limit specified under Section 204 of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as secretarial auditors in terms of the provisions of the Section 204 of the Companies Act, 2013 and the Rules made thereunder, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Regulations.

None of the Directors and Key Managerial Personnel and their relatives, are in any way, financially or otherwise, concerned or interested financially or otherwise, in the passing of the resolution set out at **Item No. 6 of the Notice.**

The Board of Directors of the Company recommends the resolution set forth at **Item no. 6** of the accompanying Notice, for the approval of the shareholders as an Ordinary Resolution.

ITEM NO. 7

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 (“the Act”), the Board of Directors of a company shall not, except with the consent of the Members by way of a Special Resolution, borrow monies, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The Members of the Company had, at earlier Annual General Meetings, authorised the Board of Directors to borrow monies within the limits considered adequate at that time. With the growth of the Company’s scale of operations, increasing capital expenditure, and evolving working capital requirements, the Board of Directors has reviewed the present borrowing limits and is of the view that the same needs to be enhanced to provide greater financial flexibility.

Wonder Electricals Limited is engaged in the business of manufacturing of various types of Fans products, which is capital and working capital intensive in nature. In order to meet the long-term funding requirements for expansion projects, capacity enhancement, modernisation of facilities, investment in new technologies, and to support day-to-day operational needs, it is essential that the Company is empowered to borrow additional funds as and when necessary.

Accordingly, it is proposed to authorise the Board of Directors of the Company to borrow monies up to an overall limit not exceeding ₹200 Crores (Rupees Two Hundred Crores Only) over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company. This will enable the Company to raise resources, in a timely and cost-effective manner, from diverse sources including banks, financial institutions and other lenders, depending upon the requirements of the business and prevailing market conditions.

The Board believes that the proposed resolution will strengthen the Company’s financial position, provide the necessary leverage for seizing business opportunities, and ensure that the Company remains well-prepared to meet future funding requirements.

The Board of Directors accordingly recommends the Special Resolution set out at **Item No. 7** of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 8

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”), the Board of Directors of a company shall not, except with the consent of the Members by way of a Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or create any charge, mortgage or hypothecation on the assets of the Company.

The Members of the Company had earlier authorised the Board of Directors to create charges, mortgages and hypothecations on the assets of the Company for securing its borrowing requirements. With the Company’s continuous growth, expansion plans, and enhanced borrowing requirements, it has become necessary to provide adequate security to lenders and financial institutions in connection with the funds borrowed or proposed to be borrowed by the Company.

Wonder Electricals Limited is engaged in the manufacturing of various types of fans, which is a business requiring significant capital as well as working capital investments. To meet such requirements and to maintain financial flexibility, the Company may need to borrow funds from banks,

financial institutions, and other lenders, and in turn, create mortgage, charge, hypothecation or other encumbrances on its immovable and movable properties, both present and future, in favour of such lenders.

Accordingly, the consent of the Members is being sought to authorise the Board of Directors to create, in addition to the existing charges, such mortgages, charges, hypothecations and other encumbrances on the assets and properties of the Company, as may be necessary, to secure borrowings not exceeding ₹200 Crores (Rupees Two Hundred Crores Only) together with interest, costs, charges and all other monies payable in respect thereof.

This authorisation will empower the Board to negotiate and finalise the terms and conditions with the lenders, execute necessary deeds and documents, and take such steps as may be required for creation, perfection or modification of charges and to secure the financial facilities availed by the Company.

The Board in the view that the proposed resolution is in the best interests of the Company and therefore recommends the Special Resolution set out at **Item No. 8** of this Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 9

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a company can give any loan, guarantee or provide any security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate up to the limits prescribed therein. Where it is proposed to exceed such limits, prior approval of the Members of the Company by way of a Special Resolution is required.

Considering the Company's present and future requirements relating to business operations, growth, working capital, strategic investments, joint ventures, subsidiaries and for other business purposes, it is proposed to enhance the overall limits for loans, guarantees, securities and investments by the Company up to an aggregate amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only), over and above the limits specified under Section 186(2) of the Act.

The Board of Directors is of the view that the proposed resolution is in the best interest of the Company, as it will provide necessary flexibility to optimally utilize the Company's funds, support its expansion plans and meet any funding requirements of its subsidiaries, associates and joint ventures.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

Accordingly, the Board of Directors recommends the Special Resolution set out at **Item No. 9** of the Notice for the approval of Members.

ITEM NO:10

The Members may note that pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by

- (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or
- (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that

- (a) a special resolution is passed by the company in general meeting and
- (b) the loans are utilized by the borrowing company for its principal business activities.

In order to extend financial support for meeting out the working capital requirements by the entities as defined under Explanation to Section 185(2) of the Companies Act, 2013, the Board of Directors, at the recommendations of Audit Committee, at its meeting held on August 12, 2025 has approved to seek approval of Shareholders of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person/entity, in whom any of the director of the company is interested as specified under Section 185 of the Companies Act, 2013 (hereinafter commonly known as the Entities), as the Board of the Directors, upon the recommendations of Audit Committee, deems fit and beneficial/ in the best interest of the Company, including all the existing transactions, if any pertaining to advancing loan and/or giving guarantee and/or providing any security to the Entities, provided that the advancing loan and/or giving guarantee and/or providing any security to the Entities at any point of time shall not exceed the aggregate limit of Rs. 200 Crore (Rupees Two Hundred Crore Only), singly or collectively, to all the Entities.

Such transactions shall be evaluated and approved/ noted by the Board of Directors at the recommendations of the Audit Committee from time to time.

The Board of Directors may further delegate the authority to any Committee with respect to advancing loan and/or giving guarantee and/or providing any security to the Entities, subject to periodic review of the same, as it may deem fit, proper and necessary in the best interests of the Company. Such loans shall only be utilized by the borrowing company for its principal business activities.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution.

Accordingly, the Board of Directors recommends the Special Resolution set out at **Item No. 10** of the Notice for the approval of Members.

**By order of the Board
For Wonder Electricals Limited**

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

**Date: 12.08.2025
Place: New Delhi**

ANNEXURE-1

Details of Director(s) seeking Appointment/re-appointment in the ensuing Annual General meeting in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on general meetings (SS-2).

Name of the Director	Mr. Yogesh Sahni	Mr. Harsh Kumar Anand
Director Identification Number	00811667	00312438
Category	Managing Director	Director
Date of Birth	09.04.1958	03.11.1949
Age	67 years	76 years
Nationality	Indian	Indian
Date of First Appointment on the Board	12/05/2016	12/05/2016
Relationship with Directors and KMPs	Father of Mr. Siddhant Sahni, Whole Time Director	Father of Mr. Karan Anand, Whole Time Director and Brother of Yogesh Anand, Executive Director & CFO
Qualifications	He is Post Graduate in Commerce.	He is B.E. (Mechanical) by education.
Expertise in specific functional area	He is having more than 45 years of Experience in field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention.	He is having more than 50 years of Experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention.
Details of Board Meetings attended by the Directors during the year	He attended 7 out of 7 Board Meeting during the FY 24-25.	He attended 7 out of 7 Board Meeting during the FY 24-25.
Terms and Conditions of appointment/re-appointment along with remuneration.	As per resolution no. 3 of the Notice of this meeting read with explanatory statement thereto	As per resolution no. 4 of the Notice of this meeting read with explanatory statement thereto
Membership of Committees of the company	Banking Finance & Operational Committee	Banking Finance & Operational Committee
List of Directorships held in other Listed Companies	NIL	NIL
Membership/Chairmanship of Committees across other Public Companies	NIL	NIL
Shareholding in the company	94,13,300 - 7.02%	1,56,52,800 - 11.68%

INFORMATION AT A GLANCE

Particulars	Details
Mode	Video conference and other audio-visual means
Time and date of AGM	12:00 Noon (IST), Wednesday, 24 th September, 2025
Participation through video-conferencing	https://www.evoting.nsdl.com/
Helpline number for VC participation	1800-222-990
Cut-off date for e-voting	Thursday, 18 th September, 2025
E-voting start time and date	9:00 A.M. (IST), Sunday, 21 st September, 2025
E-voting end time and date	5:00 P.M. (IST), Tuesday, 23 rd September, 2025
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	<p>Contact person:</p> <p>Ms. Pallavi Mhatre, Senior Manager,</p> <p>National Securities Depository Limited (NSDL)</p> <p>4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in / pallavid@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990</p>
Name, address and contact details of Registrar and Transfer Agent	<p>Contact person:</p> <p>Ms. Umesh Pandey</p> <p>Manager - RIS Corporate Registry</p> <p>KFin Technologies Limited</p> <p>Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032</p> <p>Email id: umesh.pandey@kfintech.com einward.ris@kfintech.com</p> <p>Contact number: +91 40 6716 1510</p>