



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: 25.03.2025

| | |
|---|---|
| <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: INE02WG01024</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><u>Scrip Code: 543449</u></p> |
|---|---|

Sub: Postal Ballot Notice

Dear Sir/Madam,

Pursuant to the Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice, being sent to the members of the Company for taking approval through remote e-voting on the following Special Business items:

| Sr.no | Description of Resolution | Type of Resolution |
|--------------|--|---------------------------|
| 1 | TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. STAMPING & MORE LLP | Ordinary Resolution |

The remote e-voting period would commence from 9.00 a.m. (IST) on Wednesday, March 26, 2025, and ends at 5.00 p.m. (IST) on Thursday, April 24, 2025.

The aforesaid information is also disclosed on the website of the company at www.wonderelectricals.com.

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

Thanking you

FOR WONDER ELECTRICALS LIMITED

Dhruv Kumar Jha
Company Secretary & Compliance Officer

Encl.: As above



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NOTICE OF POSTAL BALLOT

Dear members,

NOTICE IS HEREBY GIVEN pursuant to and in compliance with the provisions of Sections 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (“SS-2”) and the relaxations and clarifications issued by Ministry of Corporate Affairs (“MCA”) vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020, Circular No: 02/2021 dated January 13, 2021, Circular No: 10/2021 dated June, 23, 2021 and Circular No: 20/2021 dated December, 08 2021 and Circular No. 3/ 2022 dated May 5, 2022, Circular No: 11/2022 dated December 28,2022 and Circular No: 09/2023 dated September 25, 2023, Circular No: 09/2024 dated September 19, 2024 (hereinafter collectively referred to as the “MCA Circulars”) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for seeking approval of the Shareholders of Wonder Electricals Limited (the “Company”) for the business set out hereunder through Postal Ballot by remote electronic voting process (“remote e-voting”).

| S.no. | Particulars |
|-------|--|
| 1. | TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. STAMPING & MORE LLP |

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Notice

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (**‘Notice’**) is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (‘RTA’) / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited (‘NSDL’) for the purpose of providing remote e-voting facility to its Members.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on Saturday 22nd March, 2025, has appointed Ms. Rubina Vohra, Proprietor, M/s. Rubina Vohra & Associates, practising Company Secretary, Noida (U.P.) (Membership No. F9277 and Certificate of Practice No. 10930), as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. She has communicated his willingness to be appointed and will be available for the said purpose.

PLANT NO. 1

KHASRA NO. 105-106, RAIPUR INDUSTRIAL AREA,
BHAGWANPUR, ROORKEE, UTTARAKHAND - 247667

PLANT NO. 2

PLOT NO. 4, INDUSTRIAL PARK, KUCHARAM VILLAGE,
MANOHARABAD MANDAL, MEDAK, TELANGANA - 502336

PLANT NO. 3

PLOT No. 33, SECTOR 8A, SIDCUL,
HARIDWAR, UTTARAKHAND, 249403

The remote e-voting period commences from **9.00 a.m. (IST) on Wednesday, March 26, 2025, and ends at 5.00 p.m. (IST) on Thursday, April 24, 2025**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before **Saturday, April 26 2025**. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.wonderelectricals.com and on the website of National Securities Depository Limited ("NSDL") <http://www.evoting.nsdl.com/>.

RESOLUTION:

ITEM NO.1- TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. STAMPING & MORE LLP

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transaction(s) as amended from time to time and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors for carrying out Material and /or including the ratification of any past transactions or modification(s) of earlier arrangements/ transactions or continuing with such material contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), entered or proposed to be entered during the Financial Year 2024-25 and 2025-26 respectively, in the nature of Sale, purchase or supply of any goods/materials, which are in the Ordinary course of business and on arm's length basis with M/s. Stamping & More LLP, being a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/transactions or as fresh and independent transaction(s) or otherwise, for an aggregate value not exceeding Rs.90 Crores (Rupees Ninety Crores Only) for the Financial year 2024-25 and for an aggregate value not exceeding Rs.125 Crores (Rupees One Hundred Twenty Five Crores Only) for the Financial year 2025-26 respectively, on such terms and conditions as decided by the Board of Directors keeping in mind the best interest of the company and agreed by the related party more particularly enumerated in the Explanatory statement annexed to this Notice as mentioned hereunder;

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things; to finalize or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

By Order of the Board of Directors

Date: 22.03.2025
Place: New Delhi

Sd/-
Dhruv Kumar Jha
Company Secretary & Compliance Officer

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**‘the Act’**) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**‘Notice’**).
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from KFin Technologies Limited, the Company’s Registrar and Transfer Agent (**‘RTA’**) / Depositories as on **Friday, March 21, 2025 (‘Cut-off date’)** and whose email addresses are registered with the Company/ RTA/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **Cut-off date i.e., Friday, March 21, 2025**.
3. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are mentioned in **Note No.11** of this Notice. A Member shall only avail this facility as per the instructions provided herein.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.
5. The e-voting facility is available at the link – www.evoting.nsdl.com. The e-voting event number (EVEN) and the period of e-voting are set out below:

| EVEN | Commencement of E-voting | End of E-voting |
|---------------|---|--|
| 133405 | 9.00 a.m. (IST) on Wednesday, March 26, 2025 | 5.00 p.m. (IST) on Thursday, April 24, 2025 |

During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.wonderelectricals.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com on which the Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot Process i.e., **April 24, 2025**.

9. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., **Thursday, April 24, 2025**. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

10. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

11. The instructions for remote e-voting by Members are as under:

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

A) Login method for e-Voting 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"> 1. 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. 2. If you are 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 3. 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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e- |

| | |
|---|--|
| | <p>Voting website of NSDL for casting your vote during the remote e-Voting period.</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>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <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. 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 | 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-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. |
|--|---|

Important note: Members 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 | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical 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 ‘Shareholder/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) or Physical | Your User ID is: |
|--|--|
| a) For Members 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 Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

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) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) 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.
- d) Members 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 on NSDL e-Voting system

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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?” or “Physical User Reset 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: 022-48867000 and 022-24997000 or send a request to or email your query 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. 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 shareholder 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, shareholder/members 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.

EXPLANATORY STATEMENT
[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 of the accompanying Notice:

ITEM NO.1-:

Pursuant to Section 188 of the Act read with Rule 15 (3) (a) (i) of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), no Company shall enter into any related party transactions without the consent of the Board of Directors of the Company and the Prior approval of the Members of the Company where such transaction (sale, purchase or supply of any goods or material, directly or through appointment of agent) amounts to or exceeds 10% of the turnover of the Company, as the case may be. However, the aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis. The proposed transactions with the related party as mentioned in the resolutions are at arm's length and in the ordinary course of business of the Company and are of recurring nature.

However, pursuant to the Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, all transactions with related parties exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements are considered material and shall require the approval of the members of the Company, even if they are entered into in the ordinary course of business and on arm's length basis.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with M/s. Stamping & More LLP, subject to the approval of the members, which was placed before them at its respective meetings held on 22nd March, 2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and Accordingly, the members' approval is sought for the same.

The estimated value of transactions with M/s. Stamping & More LLP for the financial year 2024-2025 and 2025-2026 is likely to exceed the prescribed thresholds as per statute and is considered a Material Related Party Transaction and the Board of Directors of your Company recommends for the consideration and approvals of the Members on the proposed transaction.

Information as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows:

A. The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions.

a. Type, material terms and particulars of the proposed Transaction: -

The proposed transactions include Sales/Purchases/supply of goods or materials. The Audit Committee has advised to execute the transactions as per the prevailing market conditions. All the proposed Transactions are on recurring basis and shall be carried out on arm's length basis and in the ordinary course of business of the Company with the aforesaid related party.

b. Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise);

| Name of the Related Party | Relationship with Listed Entity | Nature of Concern or Interest | |
|---------------------------|---------------------------------|--|----------------------------|
| Stamping & More LLP | Common Management entity | Name of the Director | Details of Interest |
| | | Mr. Harsh Kumar Anand | 11% of Capital |
| | | Mr. Yogesh Anand | 11% of capital |
| | | Mr. Yogesh Sahni | 11% of capital |
| | | Mr. Karan Anand | 11% of capital |
| | | Mr. Siddhant Sahni | 11% of capital |
| | | Mr. Jatin Anand | 11% of capital |
| | | The above-named directors of the company are designated partners at M/s. Stamping & More LLP | |

c. Tenure of the proposed transaction- For the Financial Year 2024-25 and 2025-26 respectively.

d. Value of the proposed Transactions: Rs. 90 Crores (Proposed Maximum Amount for all the Transactions) for the financial year 2024-25 and Rs. 125 Crores (Proposed Maximum Amount for all the Transactions) for the financial year 2025-26.

e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction- Approximately 16% and 22% respectively.

For a Related Party Transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis: Not Applicable

B. Justification for why the proposed transaction is in the interest of the listed entity:

Stamping & More LLP Is related party to Wonder Electricals Limited being a Common Management entity and have been able to supply consistent quality of goods/material at competitive price in line with the company's supply schedules which is critical for the Company to gain and strengthen the share in the consumer market. All the proposed Transactions are of recurring nature and is carried out on arm's length basis and consistent with the interests of the Company as well as the stakeholders.

C. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

The proposed Transactions does not involve any transaction in relation to loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.

D. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders-

No such valuation or other external report is relied upon as of now. However, company will provide a copy through the registered email address of the shareholders, in future, if anything in this obtained by the company.

Except all Executive Directors of the Company and their relatives, None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this notice.

The Board recommends the resolutions as set out in Item No. 01 of the notice for approval of Members, as an **Ordinary Resolution**.

By Order of the Board of Directors

Date: 22.03.2025
Place: New Delhi

Sd/-
Dhruv Kumar Jha
Company Secretary & Compliance Officer