

Date: 15th March, 2022

<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: WFL</u> <u>ISIN: INE02WG01016</u></p>	<p>To, BSE Limited Corporate Relation Department 1st Floor, New Trading Ring Rotunga Building Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001</p> <p>Scrip Code: 543449</p>
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SUB.: POSTAL BALLOT NOTICE- Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We are enclosing herewith a copy of Postal Ballot Notice dated **11th February 2022** for seeking approval of Members of the Company by way of remote e-voting only for the resolutions as set out in the notice itself.

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on **Friday, 11th March, 2022**. Members who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged service of National Securities Depository Limited "(NSDL)" for the purpose of providing e-voting facility to all its members. The voting period will commence from **Wednesday, 16th March, 2022, IST at 9.00 a.m.** and will end on **Thursday, 14th April, 2022, IST at 5.00 p.m.**

The Notice of postal ballot along with necessary explanatory statements has been uploaded on the website of the company viz <http://wonderfibromats.com/annual-general-meeting-eogm/>

You are requested to kindly take the above information on record.

Thanking You,

For Wonder Fibromats Limited



Kripank Kumar Singh
Company Secretary & Compliance Officer
Membership No. A59926

Date: 15/03/2022

Place: New Delhi

WONDER FIBROMATS LIMITED

CIN: L31900DL2009PLC195174

Registered Office: 45, Okhla Industrial Estate, Phase-III, New Delhi 110020,

Telephone: 011 66058952,

Website : www.wonderfibromats.com, Email: info@wonderfibromats.com

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of the Act, rules, circulars and notifications thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force), General Circulars No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15th June 2020, No. 33/2020 dated 28th September 2020, No. 39/2020 dated 31st December 2020, No. 10/2021 dated 23rd June 2021 and No. 20/2021 dated 8th December 2021, issued by the Ministry of Corporate Affairs (“MCA Circulars”), for the approval of the members of Wonder Fibromats Limited (hereinafter referred to as “the Company”) through postal ballot by voting through electronic means (remote e-voting) on the Ordinary & Special Resolutions set out hereinafter.

The proposed resolutions along with the explanatory statement under Section 102(1) of the Act, forming part of this Notice, stating the material facts and reasons thereof are set out hereafter, for your consideration.

The Board at its meeting held on February 11th 2022, 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 for conducting the postal ballot through the 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.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and aforementioned MCA Circulars. In accordance with the MCA Circulars, the Notice indicating, *inter alia*, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, March 11, 2022 (“cut-off date”)** received from the Depositories and whose e-mail address are registered with the Company / Depositories. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The detailed instructions for e-voting are given in the Notes under the section ‘Procedure for e-voting’.

The hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after the completion of the scrutiny of the votes cast electronically. The result of the postal ballot through e-voting process shall be announced at the Registered Office of the Company, on or before April 16, 2022. The result along with the Scrutinizer's report would be displayed at the Registered Office of the Company, intimated to NSDL and Stock Exchanges where the Company's securities are listed and displayed on the Company's website www.wonderfibromats.com along with the Scrutinizer's report.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot **(only through Remote E-voting):**

RESOLUTIONS THROUGH POSTAL BALLOT

Item No 1: To approve the Appointment of Mr. Ankit Tiwari (DIN: 08243061) as an Independent Director in terms of Section 149 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 16 (1) (b), 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ankit Tiwari (DIN: 08243061) who was appointed as an additional director of the company, categorised as independent, by the Board of Directors with effect from November 12, 2021, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent director, be and is hereby appointed as an independent director of the Company to hold office for a term of five consecutive years effective from November 12, 2021 till November 11, 2026 and shall not liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No 2: To approve the Appointment of Mr. Gaurav Munjal (DIN: 09047164) as an Independent Director in terms of Section 149 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 16 (1) (b), 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Gaurav Munjal (DIN: 09047164) who was appointed as an additional director of the company, categorised as independent, by the Board of Directors with effect from November 12, 2021, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent director, be and is hereby appointed as an independent director of the Company to hold office for a term of five consecutive years effective from November 12, 2021 till November 11, 2026 and shall not liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No 3: To approve the Appointment of Mr. Vishal Singh (DIN: 07500944) as an Independent Director in terms of Section 149 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 16 (1) (b), 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vishal Singh (DIN: 07500944) who was appointed as an additional director of the company, categorised as independent, by the Board of Directors with effect from November 12, 2021, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent director, be and is hereby appointed as an independent director of the Company to hold office for a term of five consecutive years effective from November 12, 2021 till November 11, 2026 and shall not liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No 4: To approve the Appointment of Ms. Ankita Chaturvedi (DIN: 09501483) as an Independent Director in terms of Section 149 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 16(1) (b), 17(1C), 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Ankita Chaturvedi (DIN: 09501483) who was appointed as an additional director of the Company, categorised as independent, by the Board of Directors with effect from February 11, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Independent director, be and is hereby appointed as an independent director of the Company to hold office for a term of five consecutive years effective from February 11, 2022 till February 10, 2027 and shall not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 5: To Approve Material Related Party Transaction(s) with M/s. Stamping & More LLP

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) 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, consent of the members of the Company be and is hereby accorded to the Board of Directors for carrying out Material and /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 2021-22 and 2022-23 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.47 Crores (Rupees Forty Seven Crores Only) for the Financial year 2021-22 and for an aggregate value not exceeding Rs.75 Crores (Rupees Seventy Five Crores Only) for the Financial year 2022-23 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 finalise 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
For WONDER FIBROMATS LIMITED**

**Sd/-
Harsh Kumar Anand
Chairman & Managing Director
DIN:00312438**

Registered Office:

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

Place: Delhi

Date: 11th February, 2022

Notes:

1. The explanatory statement pursuant to Section 102(1), any other applicable provisions of the Act, the rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday March 11, 2022 (“cut-off date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”), the agency to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
4. This Postal Ballot Notice will also be available on the Company’s website at www.wonderfibromats.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.nsdl.com.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date will be considered for the purpose of e-voting.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. The e-voting period commences on Wednesday, March 16, 2022, (9:00 AM IST) and ends on Thursday, April 14, 2022 (5:00 PM IST). During this period, members of the Company holding equity shares in dematerialized form, as on the cut-off date i.e., Friday March 11, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Thursday, April 14, 2022 (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
8. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, April 14, 2022.
9. The Scrutinizer will submit his report to the Chairman or a person authorized by him, after the completion of scrutiny, and the result of the voting by postal ballot will be announced on or before Saturday April 16, 2022 at the Registered Office of the Company at Plot No. 45, Ground Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020, India. The result would be displayed at the Registered Office of the Company, intimated to the NSDL and Stock Exchanges where the Company's securities are listed, and displayed on the Company's website www.wonderfibromats.com along with the Scrutinizer's report.
10. The documents, if any, referred to in the statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Thursday April 14, 2022 (5:00 PM IST).

PROCEDURE FOR 'E-VOTING':

1. E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI circular dated December 9, 2020, the Company is providing e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolution by electronic means
- ii. 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
119573	Wednesday, March 16, 2022 9:00 AM (IST)	Thursday, April 14, 2022 5:00 PM (IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

- iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode and (iii) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.

2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

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.	<p>A. NSDL IDeAS facility</p> <p>If you are registered, follow the following steps:</p> <ol style="list-style-type: none">1. Visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile.2. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section3. A new screen will open. You will now have to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services.4. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page.5. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to NSDL e-voting website of NSDL

	for casting your vote during the remote e-voting period.
	<p>If you are not registered for IDeAS e-Services follow the following steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 above <p>B. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. <p>After successful authentication, you will be redirected to NSDL 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-voting website of NSDL for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider i.e., NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a link in 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 provided links for the respective e-voting service provider i.e., NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 2. 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.

3. 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 Forgot User ID and Forgot 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 are as under:

Login type	Helpdesk details
Individual Shareholders holding securities in de-mat 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 toll free no.: 1800 1020 990 and 1800 224 430
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 022- 23058738 or 022-23058542-43

B) LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Step 1: 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 “Log-in” which is available under “Shareholders” section.
3. A new screen will open. You will have to enter your user ID, your password 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 log-in. 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 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*****

5. Instructions for retrieving password:
 - a. If you are already registered for e-voting, then you can use your existing password to log-in and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need your “initial password”. Details of “initial password” are given in Point c below. Once you have your “initial password”, you need to enter the “initial password” on the log-in page and the

system will force you to change your password.

- c. Initial password:
If your email ID is registered in your demat account or with the Company, your “initial password” must have been communicated to you on your email ID. Trace the email sent to you by NSDL in your mailbox. Open the email and the attachment which is 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 Beneficiary ID for CDSL account. The .pdf file contains your “User ID” and your “initial password”.
6. If you are unable to retrieve or have not received your “initial password” or have forgotten your password:
 - a. If you are holding shares in your demat account with NSDL or CDSL, click on “Forgot User Details/Password” 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, PAN, name and registered address.
7. After entering the password, click on “Agree to Terms and Conditions” by selecting on the check box.
8. Now you will have to click on “Log-in” button.
9. After you click on “Log-in” button, home page of e-voting will open.

Step 2: How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies' “EVEN” (E-Voting Event Number) in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of “Wonder Fibromats Limited”. The Cast Vote page will open.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting your favoured option i.e., assent/dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for members

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true 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 rassociatenoida@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. Log-in 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 “downloads” section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or e-mail your query to evoting@nsdl.co.in.

C) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON 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@wonderfibromats.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, 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 Section 102(1), any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), the rules made thereunder, as applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and Secretarial Standards on General Meetings (SS-2)

Item No 1, 2,3 & 4:

As per the requirements of Section 149(4) of the Companies Act, 2013, every listed public company shall have at least one-third of the total number of directors as Independent Directors and as per Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent Directors.

In view of aforesaid provisions, the Board of Directors of the Company at their meeting held on 12th November 2021, on the recommendation of Nomination and Remuneration Committee, appointed:

- Mr. Ankit Tiwari, an Indian national (DIN: 09047164), aged 27 years, as an Additional Director categorized as Independent by the Board for a term of five years with effect from November 12, 2021 up to November 11, 2026, subject to the approval of members of the Company.
- Mr. Gaurav Munjal, an Indian national (DIN: 09047164), aged 30 years was appointed as an Additional Director categorized as Independent by the Board for a term of five years with effect from November 12, 2021 up to November 11, 2026, subject to the approval of members of the Company.
- Mr. Vishal Singh, an Indian national (DIN: 07500944), aged 28 years was appointed as an Additional Director categorized as Independent by the Board for a term of five years with effect from November 12, 2021 up to November 11, 2026, subject to the approval of members of the Company.

Further, the Board of Directors of the Company at their meeting held on 11th February 2022, on the recommendation of Nomination and Remuneration Committee, appointed:

- Ms. Ankita Chaturvedi, an Indian national (DIN: 09501483), aged 28 years was appointed as an Additional Director categorized as Independent by the Board for a term of five years with effect from February 11, 2022 up to February 10, 2027, subject to the approval of members of the Company.

The Company has received from the above-named Directors, *inter alia*, (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified in accordance with Section 164(2) of the Act; (iii) declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations; (iv) declaration that they are not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and (v) a notice in writing under Section 160 of the Act proposing their candidatures as Independent director of the Company.

In terms of Section 149(6) & 152 and Schedule IV of the Companies Act, 2013 and rules made thereunder, the board is of the opinion that they fulfill the conditions for their appointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management and possesses the appropriate skills, experience, and knowledge required for the discharge of his duties as an Independent Directors. Their vast knowledge and varied experience will be of immense value to the Company. Accordingly, the Board considers that the appointment of above Proposed Independent Directors would be of immense benefit to the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, with effect from January 1, 2022, read with NSE circular no. NSE/CML/2021/54 dated December 22, 2021, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of, Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of above Proposed Independent Directors requires the approval of the members by way of a special resolution.

A copy of the letter of appointment, setting out the terms and conditions of appointment of above Proposed Independent Directors, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, without any fee, at the Company's registered office during business hours on all working days till the end of the e-voting period.

Above named directors shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees, thereof, if applicable and reimbursement of expenses for participating in such meetings, if any.

The details of Directors seeking appointment through the Postal Ballot as per SS – 2 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in Annexure-A to this notice.

Except the Directors seeking appointment, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 1, 2, 3 & 4 of this notice.

The Board recommends the resolutions as set out in Item No. 01, 02, 03 and 04 of the notice for approval of Members, as a **Special Resolution**.

Profile of Mr. Ankit Tiwari:

Mr. Ankit Tiwari is an Associate member of the Institute of Company Secretaries of India (ICSI), Masters in Business Administration (MBA), a Graduate in Commerce from University of Delhi. He is a holder of Issuers Compliance Certificate issued by National Institute of Securities Market.

He has vast experience of more than 06 years in areas of Corporate Laws/Advisory Services including advising on SEBI Compliances & Company Law matters.

At present, he is a Director on the Boards of Melius Traders Private Limited. He has not resigned from any listed Company in the past three years.

Profile of Mr. Gaurav Munjal:

Mr. Gaurav Munjal is a Commerce graduate from Delhi University and completed his post-graduation from Mahatma Gandhi University. He has rich experience in the field of Corporate Accounts and dealing in finance matters. He was also associated with NBFC Company in account and finance department for over 4 years.

At present, he is an Independent Director on the Board of Globus Industries and Services Limited and a director in Sumedha Luxury Fashion Pvt. Limited. He has not resigned from any listed Company in the past three years.

Profile of Mr. Vishal Singh:

Mr. Vishal Singh is an Advocate and a commerce graduate from Lucknow University having vast experience in the field of Corporate Taxation and Accounting matters.

He is a co-founder of Vishal Singh & Associates LLP, based in Delhi which deals in corporate taxation and consultancy matters. He is also a visiting Faculty of ICAI.

At present, he is a designated partner at Vishal Singh & Associates LLP. He does not hold directorship in any other Company.

Profile of Ms. Ankita Chaturvedi:

Ms. Ankita Chaturvedi is a post Graduate in Commerce and holding a NSIM Series VA & Equity Derivatives certificate issued by National Institute of Securities Market.

She is successfully and ambitiously running her family business of wholesale Garments. She looks after the accounts and finance department of her family business for more than 6 years. Her in-depth knowledge of accounts and finance, ability of market analysis decision making power will help in company's long-term growth and sustainability. She also has vast knowledge and interest in Stock Market and She is also an active investor in Equity and Derivate Market.

At present, She is a director on the board of Nodelinks Facility Services Private Limited. She has not resigned from any listed Company in the past three years.

Item No. 5:

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 resolution are at arm's length and in the ordinary course of business of the Company and are of recurring nature.

This is to bring to the notice that due to migration of company to the main board of NSE/BSE w.e.f. 17th January 2022, all the provisions of SEBI (LODR) 2015, becomes applicable, which were earlier not applicable being a company listed on SME Emerge platform of National Stock Exchange.

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 11th February, 2022. 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 2021-2022 and 2022-2023 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 CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22ND NOVEMBER 2021 AND PROVISIONS OF COMPANIES ACT, 2013

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	16.50% of Capital
		Mr. Yogesh Anand	11% of capital
		Mr. Yogesh Sahni	11% of capital
		Mr. Karan Anand	5.50% 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
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c. **Tenure of the proposed transaction-** For the Financial Year 2021-22 and 2022-23 respectively.

d. **Value of the proposed Transactions:** Rs. 47 Crores (Proposed Maximum Amount for all the Transactions) for the Financial year 2021-22 and Rs. 75 Crores (Proposed Maximum Amount for all the Transactions) for the Financial year 2022-23.

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 15% and 24% 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 Fibromats 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. 5 of this notice.

The Board recommends the resolutions as set out in Item No. 05 of the notice for approval of Members, as a **Ordinary Resolution**.

**By Order of the Board of Directors
For WONDER FIBROMATS LIMITED**

**Sd/-
Harsh Kumar Anand
Chairman & Managing Director
DIN:00312438**

Registered Office:

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

Place: Delhi

Date: 11th February, 2022

ANNEXURE-A

Details of Director(s) seeking Appointment through the Postal Ballot in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 is furnished Below:

Name of the Director	Mr. Ankit Tiwari	Mr. Gaurav Munjal	Mr. Vishal Singh	Ms. Ankita Chaturvedi
Director Identification Number	08243061	09047164	07500944	09501483
Category	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth	07.09.1994	16.10.1991	14.07.1993	13.12.1993
Age	27 Years	30 years	28 years	28 years
Nationality	Indian	Indian	Indian	Indian
Date of First Appointment on the Board	12 th November 2021	12 th November 2021	12 th November 2021	11 th February 2022
Relationship with Directors and KMPs	None	None	None	None
Qualifications	CS, MBA and B.com	M.com	B.com & LL. B	M.com
Expertise in specific functional area	He has rich experience of more than 05 years in areas of Corporate Laws/Advisory Services including advising on SEBI Compliances & Company Law matters.	He has rich experience in the field of Corporate Accounts and dealing in finance matters. He was also associated with NBFC Company in account and finance department for over 4 years.	He is having more than 04 years of experience having vast experience in the field of Corporate Taxation and Accounting matters.	She is having more than 6 years of experience in the field of accounts and finance department. Her in-depth knowledge of accounts and finance, ability of market analysis decision making power will help in company's long-term growth and sustainability. She also has vast knowledge and interest in Stock Market.
Details of Board Meetings attended by the Directors during the year [FY 21-22]	2 out of 2	2 out of 2	2 out of 2	1 out of 1

Terms and Conditions of appointment/along with remuneration.	As per resolution no. 1 of the Notice of this meeting read with explanatory statement thereto.	As per resolution no. 2 of the Notice of this meeting read with explanatory statement thereto.	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.
List of Directorships held in other Companies	-Melius Traders Private Limited	- Globus Industries and Services Limited - Sumedha Luxury Fashion Pvt. Limited	NIL	- Nodelinks Facility Services Private Limited
Membership/Chairmanship of Committees across other Public Companies	NIL	<u>Globus Industries and Services Limited</u> NRC Committee-Member Audit Committee-Member	NIL	NIL
Shareholding in the company including shareholding as a beneficial owner	NIL	NIL	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL	NIL	NIL
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	<p>Mr. Ankit Tiwari is a professional having sufficient breadth of skills in areas of business Administration, Corporate Governance, advisory and Compliances.</p> <p>The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.</p>	<p>Mr. Gaurav Munjal is having sufficient experience in the areas of Business Administration, Corporate Accounts & finance matters.</p> <p>The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.</p>	<p>Mr. Vishal Singh is having rich experience in areas of Corporate Accounts & Finance matters Administration, Governance and Compliance.</p> <p>The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.</p>	<p>Ms. Ankita Chaturvedi is having rich experience in the area of accounts and finance department for more than 6 years. Her in-depth knowledge of accounts and finance, ability of market analysis decision making power will help in company's long-term growth and sustainability.</p>