

Date: September 06, 2022

To,
Chief Manager
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

Scrip Symbol: WFL
ISIN: INE02WG01016

To,
BSE Limited
Corporate Relation Department
1st Floor, New Trading Ring
Rotunga Building Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Scrip Code: 543449

Sub: Notice of 13th Annual General Meeting (“AGM”) of the members of Wonder Fibromats Limited

Pursuant to the Regulations 30(6) and Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIRP/P/2022/62, dated May 12, 2020, January 15, 2021 and May 13, 2022, respectively issued by the Securities and Exchange Board of India (“SEBI”) (collectively referred to as “SEBI Circulars”). We are enclosing herewith the Notice of 13th AGM of the members of the Company, to be held on **Thursday, September 29, 2022 at 02:00 p.m. (IST) through Video Conferencing /Other Audio-Visual Means.**

The remote e-voting facility is provided to the Members of the Company. The cut-off date to determine the eligibility of Members to cast their votes electronically is **Thursday, September 22, 2022.**

In terms of Regulation 44 of SEBI Listing Regulations, the remote e-voting facility will be provided to the Members of the Company from **Monday, September 26, 2022 (9:00 A.M. 1ST) and ends on Wednesday, September 28, 2022 (5:00 P.M. 1ST).**

The said Notice along with the Annual Report for the FY 2022 are also placed on the website of the Company: www.wonderfibromats.com

We request you to take the above on records.

Thanking you,

For Wonder Fibromats Limited



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



Encl: As above

WONDER FIBROMATS LIMITED

CIN: L31900DL2009PLC195174

Registered Office & Corporate Office:

45, Ground Floor, Okhla Industrial Estate, Phase-III

New Delhi-110020

Tel: 011-66058952

Email: info@wonderfibromats.com ; **Website:** www.wonderfibromats.com

NOTICE OF THE 13th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirteenth** Annual General Meeting (the “AGM”) of the Shareholders of **Wonder Fibromats Limited** (the “Company”) will be held on **Thursday, 29th September, 2022 at 2:00 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) without the physical presence of the members at a common venue, to transact the following businesses.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.**
- 2. To Appoint a Director in place of Mr. Yogesh Sahni (DIN: 00811667), who retire by rotation and being eligible offers himself for re-appointment.**
- 3. To Appoint a Director in place of Mrs. Neerja Sahni (DIN: 08180342), who retire by rotation and being eligible offers herself for re-appointment.**

SPECIAL BUSINESS:

- 4. TO RATIFY THE REMUNERATION PAYABLE TO M/S. AJAY KUMAR SINGH & CO., COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23.**

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, 2023 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 purpose of giving effect to above resolution and for matters connected therewith or incidental thereto.”

5. TO APPROVE CONTINUATION OF PAYMENT OF REMUNERATION TO EXECUTIVE DIRECTORS WHO ARE PROMOTERS OR MEMBERS OF PROMOTERS GROUP IN EXCESS OF 5% OF THE NET PROFITS OF THE COMPANY IN A YEAR AS PER REGULATION 17(6)(e)(ii) OF SEBI (LODR) REGULATIONS, 2015.

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

“RESOLVED THAT pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the continuation of payment of remuneration as per existing terms and conditions as approved by the shareholder of the Company in its respective meeting(s) held on 30th July 2018 and 30th September 2021, to Mr. Harsh Kumar Anand, Chairman & Managing Director (Promoter), Mr. Yogesh Anand, Executive Director (Promoter), Mr. Yogesh Sahni, Executive Director (Promoter), Mrs. Neerja Sahni, Executive Director (Promoter Group) and Mr. Jatin Anand, Siddhant Sahni and Mr. Karan Anand, Whole Time Director(s) of the Company, who are also members of Promoter Group of the Company, notwithstanding that the aggregate annual remuneration of all Executive Directors exceeds 5 per cent of the net profits of the Company in a year, calculated as per the provisions of Section 198 of the Companies Act, 2013, during their respective current terms;

RESOLVED FURTHER THAT the extent and scope of remuneration and perquisites of the Board of Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provision of Companies Act, 2013 and other applicable provisions;

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 purpose of giving effect to above resolution and for matters connected therewith or incidental thereto.”

6. TO RE-APPOINT MR. HARSH KUMAR ANAND (DIN: 00312438), AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

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

RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V of the Act and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and read with rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or any re-enactment thereof for the time being in force) and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors and subject to such other approvals as may be necessary, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Harsh Kumar Anand, (DIN: 00312438) as Chairman & Managing Director of the Company, aged 72 years, for a further period of (5) five consecutive years with effect from 30th July, 2023 to 29th July, 2028 (both days inclusive), whose office shall be liable to retire by rotation, upon the term(s) and condition(s) including remuneration as set out in the Explanatory Statement annexed to this notice calling annual general meeting of the company;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year, during the tenure of the Mr, Harsh Kumar Anand, the Company will pay the remuneration as specified in the explanatory statement as minimum remuneration, subject to such further approvals as required under Schedule V to the Act, if any including any modifications thereto.

RESOLVED FURTHER THAT the authority be and is hereby granted to the Board of Directors (hereinafter referred to as “the Board” including any committee/sub-committee of the Board) of the Company to alter, vary and modify the terms of his re-appointment and remuneration in such manner as may be agreed to between the Board and Mr. Harsh Kumar Anand so as not to exceed the limits specified in the explanatory statement; provided however that the remuneration payable to him in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the applicable Listing Regulations;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

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

Registered Office:

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

Date: 10th August, 2022

Place: New Delhi

NOTES:

1. In view of the ongoing threat posed by COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 followed by Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 21/2021 dated 14th December, 2021 and Circular No. 02/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIRP/P/2022/62, dated May 12, 2020, January 15, 2021 and May 13, 2022, respectively issued by the Securities and Exchange Board of India (“SEBI”) (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing/Other Audio Visual Means “(VC/OAVM)”, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has decided to convene its ensuing 13thAGM through VC/OAVM on Thursday, September 29, 2022 at 2.00 P.M. (IST). The proceedings of the 13th AGM shall be deemed to be conducted at the Registered office of the company.

2. Explanatory Statement pursuant to Section 102 of the Act relating to Items no. 4, 5 and 6 of the Notice of the 13thAGM, which are considered to be unavoidable by the Board of Directors of the Company, is annexed hereto. Also, relevant details in respect of Directors seeking appointment/re-appointment at the

AGM, in terms of Regulation 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are also annexed to this notice as **Annexure-I**.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said MCA Circular read with SEBI Circular SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 (“SEBI Circular”), THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDERS IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. 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, hereinbelow). Such Corporate Shareholders are requested to refer ‘General Guidelines for Shareholders’ provided in the notice below, for more information.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 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.
6. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. 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.
7. 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@wonderfibromats.com.
8. 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.
9. 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@wonderfibromats.com from Monday 19th September, 2022 (from 9.00 a.m.) to Thursday, 22nd September, 2022 (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.
10. 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 22nd September, 2022, through E-mail mentioning their name, demat

account number/folio number, email id, mobile number at cs@wonderfibromats.com .The same will be replied by the Company suitably.

11. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 13thAGM 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.
12. 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 13thAGM of the Company will also be available on the website of the Company at www.wonderfibromats.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.
13. To support the “Green Initiative”, the Shareholders who have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest with the depository itself, to enable the Company to use the same for serving documents to them electronically, hereafter.
14. 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.
15. 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.
16. 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 shareholding 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, 22nd September, 2022** 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, 22nd September, 2022, 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 countersign 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.wonderfibromats.com
- The remote e-voting period begins on **Monday, 26thSeptember, 2022 at 9.00 a.m. and ends on Wednesday, 28th September, 2022 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	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on

mode with NSDL.

a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “**Beneficial Owner**” icon under “Login” which is available under “**IDeAS**” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.

2. 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>
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 ‘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 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.

Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they 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

	<p>available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 ESP i.e., NSDL where the e-Voting is in progress.</p>
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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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.

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.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****

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 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. 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@wonderfibromats.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:

- I. The procedure for e-voting at the AGM is same as the instructions mentioned above for remote e-voting.
- II. As mentioned hereinabove, only those Shareholders, who will be present at the AGM through VC/OAVM facility and who would not have not 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.
- III. Shareholders who have voted through remote e-voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Shareholders shall not be entitled to cast their vote again at the AGM.

- IV. 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, 22nd September, 2022 shall view the Notice of the 13thAGM 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, 22nd September, 2022. 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(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company at its meeting held on June 29th 2021, upon the recommendation of the Audit Committee, had approved the appointment of M/s. Ajay Kumar Singh & Co., Cost Accountants (Firm Registration Number 000386) as the Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year ending 31st March, 2023 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only).

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 the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, consent of the Shareholders is sought for passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-23.

The Board recommends the resolution as set out at item no. 4 of the Notice for the approval of the Shareholders of the Company by way of **Ordinary Resolution**.

All documents referred to in the accompanying Notice and Statement setting out material facts on Item No.4 will be made available for inspection of the Members through electronic mode by writing to the Company at cs@wonderfibromats.com from the date of circulation of the AGM Notice till the date of the AGM i.e., September 29, 2022.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item no. 4 of this Notice except to the extent of their shareholdings in the Company, if any

Item no. 5

As per recently applicable Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the fees or compensation payable to executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general Meeting, if-

- (i) the annual remuneration payable to such executive director exceeds Rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity (calculated as per section 198 of the Companies Act, 2013).

Currently, there are 7 (seven) Executive directors on the Board of the Company who are promoters or members of the promoters' group of the Company as under:

S.no.	Name	Designation	Category
1.	Harsh Kumar Anand	Chairman & Managing Director	Promoter
2.	Yogesh Anand	Executive Director	Promoter
3.	Yogesh Sahni	Executive Director	Promoter
4.	Neerja Sahni	Executive Director	Promoter group
5.	Jatin Anand	Whole Time Director	Promoter group
6.	Siddhant Sahni	Whole Time Director	Promoter group
7.	Karan Anand	Whole Time Director	Promoter group

The Shareholders have approved their respective remuneration payable to them as prescribed at that time as per Companies Act, 2013 in its meeting(s) held on 30th July 2018 and 30th September 2021. The remuneration of abovementioned Executive Directors in aggregate falls in excess of applicable prescribed threshold limits i.e., 5 percent of the net profit of the Company in aggregate (calculated as per section 198 of the Companies Act, 2013).

This necessitates seeking fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of aforesaid Executive Directors including remuneration payable to them till the expiry of their respective term(s), in order to comply with the applicable Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

Based on the recommendation of Nomination and Remuneration Committee, Board of Directors has approved the above proposal in its meeting held on 10th August 2022 and recommend the resolution set out in resolution no.5 of the notice for approval of members as **Special resolution**.

All documents referred to in the accompanying Notice and Statement setting out material facts on Item No.5 will be made available for inspection of the Members through electronic mode by writing to the Company at cs@wonderfibromats.com from the date of circulation of the AGM Notice till the date of the AGM i.e., September 29, 2022.

Except Mr. Harsh Kumar Anand, Mr. Yogesh Anand, Mr. Yogesh Sahni, Mrs. Neerja Sahni, Mr. Jatin Anand, Siddhant Sahni and Mr. Karan Anand and their relatives to the extent of their shareholding, if any, in the Company, none of the Directors and Key managerial personnel of the Company and/or their relative are connected or interested, financially or otherwise, in the aforesaid Resolutions.

Item no.6.

Mr. Harsh Kumar Anand, a promoter director, has been on the Board of the Company since 07th June 2013. The Shareholders of the Company in its Extra-Ordinary General Meeting held on 30th July, 2018 has appointed Mr. Harsh Kumar Anand (DIN:00312438), as Managing Director for a period of 5 years w.e.f. 30th July, 2018, liable to retire by rotation, by passing a Special resolution and was appointed as the Chairperson of the Board w.e.f. 06th August 2018.

Further, the Shareholders of the Company has already approved the continuation of appointment of Mr. Harsh Kumar Anand as Managing Director of the Company upon attaining age of 70 years through Postal Ballot dated 28th March 2020 during his current term.

Since his current term as Managing Director will be expiring on 29th July, 2023, it is proposed to re-appoint him as the “Chairman & Managing Director”, for a further period of five consecutive years from 30th July, 2023 to 29th July, 2028 (both days inclusive).

As per the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Article no. 114 of the Article of Association of the Company, Mr. Harsh Kumar Anand is eligible to be re-appointed as Chairman & Managing Director of the Company.

As per the provision of 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the remuneration payable to Mr. Harsh Kumar Anand, Chairman & Managing Director may exceed 5 per cent of the net profits of the Company in any year during the tenure of his re-appointment and the approval accorded herein shall also be deemed to be the approval as contemplated under Regulation 17(6)(e) of the Listing Regulations which specifies limits on promoter executive Directors’ remuneration.

Presently, he has attained the age exceeding 70 years and as per the Act read with Schedule V of the Act, the approval of the members will also be required by way of a special resolution.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his seniority, vast experience and exposure in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, the Board of Directors of the Company at its meeting held on 10th August 2022, has approved the re-appointment of Mr. Harsh Kumar Anand (DIN 00312438), as Chairman and Managing Director of the company for a further period of 5 years w.e.f. 30th July, 2023 to 29th July, 2028 (both days inclusive), subject to the approval of members, on such terms and conditions set out herein below.

1. The Chairman & Managing Director shall perform their duties subject to the superintendence, control and direction of the Board of Directors of the Company.

2. Period of Appointment:

For the period of 5 years w.e.f. July 30, 2023

3. Remuneration proposed:

The remuneration payable to Mr. Harsh Kumar Anand will be as follows:

- i. Salary: Not Exceeding Rs. 32,00,000/- (Rupees Thirty-two Lakhs only) per annum.
 - ii. Allowance, Perquisites and other benefits: As per Company's policies or as approved by the Board and/or Nomination and Remuneration Committee of the company from time to time.
 - iii. The aggregate of Salary, together with perquisites, allowance and other benefits payable to Mr. Harsh Kumar Anand in any financial year shall not exceed Rs. 32,00,000/- (Rupees Thirty-Two lakhs only) per annum.
4. In addition to above, He shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the Companies Policy;
5. Mr. Harsh Kumar Anand (DIN 00312438) shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
6. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
7. In case the Company has no profits or its profits are inadequate in any financial year during his tenure, the Company will pay remuneration by way of salary, benefits, perquisites and allowances as mentioned in point 3 above as minimum remuneration, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.
8. The limits specified above are the maximum limits and the Nomination and Remuneration Committee / Board may in its absolute discretion pay to the above-mentioned Director lower remuneration and revise the same from time to time subject to the maximum limits stipulated above.
9. The Managing Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Managing Directors are liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditor.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Harsh Kumar Anand (DIN 00312438) under Section 190 of the Act. Other details of Mr. Harsh Kumar Anand as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of SS-2

and other applicable provisions are provided in Annexure – I to this Notice.

Mr. Harsh Kumar Anand is not debarred from holding the office of the director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Accordingly, the Board of Directors recommends resolution as set out in item No. 6 for approval of the Shareholders of the Company by way of passing a **Special Resolution**.

All documents referred to in the accompanying Notice and Statement setting out material facts on Item No.6 will be made available for inspection of the Members through electronic mode by writing to the Company at cs@wonderfibromats.com from the date of circulation of the AGM Notice till the date of the AGM i.e., September 29, 2022.

Except Mr. Harsh Kumar Anand (Appointee), Mr. Yogesh Anand, Mr. Karan Anand and their relatives to the extent of their shareholding, if any, in the Company, none of other Directors or Key Managerial personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

By order of the Board
For Wonder Fibromats Limited
Sd/-
Kripank Kumar Singh
Company Secretary & Compliance Officer
Membership No. A59926

Registered Office:

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

Date: 10th August, 2022

Place: New Delhi

ANNEXURE-I**Details of Director(s) seeking Appointment/re-appointment in the forthcoming 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. Harsh Kumar Anand	Mr. Yogesh Sahni	Mrs. Neerja Sahni
Director Identification Number	00312438	00811667	08180342
Category	Managing Director	Executive Director	Executive Director
Date of Birth	03.11.1949	09.04.1958	02.08.1958
Age	72 Years	63 years	63 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	07 th June 2013	07 th June 2013	30 th July 2018
Relationship with Directors and KMPs	<ul style="list-style-type: none"> • Brother of Mr. Yogesh Anand • Father of Mr. Karan Anand 	<ul style="list-style-type: none"> • Father of Mr. Siddhant Sahni • Husband of Mrs. Neerja Sahni 	<ul style="list-style-type: none"> • Mother of Mr. Siddhant Sahni • Wife of Mr. Yogesh Sahni
Qualifications	B. Tech (Mechanical)	M.Com	B.A. (Hons)
Expertise in specific functional area	Having more than 48 years of rich experience in the field of manufacturing of component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention.	Having more than 40 years of experience in the field of Manufacturing of components & Materials used in the manufacturing of electric ceiling & exhaust fans, business, Sales & Marketing and Client Retention.	Having experience in Human Resource Management. She looks Human Resource and Women Empowerment in the Organisation
Details of Board Meetings attended by the Directors during the year	He attended 7 out of 7 Board Meeting during the FY 21-22.	He attended 6 out of 7 Board Meeting during the FY 21-22.	She attended 6 out of 7 Board Meeting during the FY 21-22.
Terms and Conditions of appointment/re-appointment along with remuneration.	As per resolution no. 6 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
Membership of Committees of the company	N.A.	-SRC Committee	N.A.
List of Directorships held in other Listed Companies	NIL	NIL	NIL
Membership/Chairmanship of Committees across other Public Companies	NIL	NIL	NIL
Shareholding in the company	15,65,280- 11.68%	9,41,280- 7.02%	7,87,200- 5.87%

INFORMATION AT A GLANCE

Particulars	Details
Mode	Video conference and other audio-visual means
Time and date of AGM	2:00 P.M. (IST), Thursday, 29 th September, 2022
Participation through video-conferencing	https://www.evoting.nsdl.com/
Helpline number for VC participation	1800-222-990
Cut-off date for e-voting	Thursday, 22 nd September, 2022
E-voting start time and date	9:00 A.M. (IST), Monday, 26 th September, 2022
E-voting end time and date	5:00 P.M. (IST), Wednesday, 28 th September, 2022
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Contact person: Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited (NSDL) 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
Name, address and contact details of Registrar and Transfer Agent	Contact person: Ms. Umesh Pandey Manager - RIS Corporate Registry KFin Technologies Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 Email id: umesh.pandey@kfintech.com inward.ris@kfintech.com Contact number: +91 40 6716 1510