

Date: October 01, 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: Submission of Voting Results and Scrutinizer's Report of the 13th Annual General Meeting ("AGM") of the Company held on September 29, 2022

Dear Sir/Madam,

In continuation to our letter dated September 30, 2022, please find enclosed the following:

1. Voting Results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure A.**
2. Report of the Scrutinizer dated October 01, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure B.**

The Voting Results along with the Scrutinizer's Report dated October 01, 2022 is made available on the Company's website at www.wonderfibromats.com. The results will also be uploaded on NSDL website at www.nsdl.co.in.

You are requested to kindly take the same on record.

Thanking you,

For Wonder Fibromats Limited

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

Encl: As above

Company Name		WONDER FIBROMATS LIMITED								
Date of the AGM		29-09-2022								
Record Date		22-09-2022								
Total number of shareholders on record date		1230								
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:		NA								
Public:		NA								
No. of Shareholders attended the meeting through Video Conferencing										
Promoters and Promoter Group:		8								
Public:		25								
No. of resolution Passed in the meeting		6								
Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - 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.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	96,20,640	83,09,040	86.37	83,09,040	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		83,09,040	86.37	83,09,040	0	100.00	0.00	0	0
Public- Institutions	E-Voting	13,39,100	0	0.00	0	0	0.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		0	0.00	0	0	0.00	0.00	0	0
Public- Non Institutions	E-Voting	24,41,060	15,23,200	62.40	15,23,200	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		15,23,200	62.40	15,23,200	0	100.00	0.00	0	0
Total		1,34,00,800	98,32,240	73.37	98,32,240	0	100.00	0.00	0	0



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To Appoint a Director in place of Mr. Yogesh Sahni (DIN: 00811667), who retire by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	96,20,640	83,09,040	86.37	83,09,040	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		83,09,040	86.37	83,09,040	0	100.00	0.00	0	0
Public- Institutions	E-Voting	13,39,100	0	0.00	0	0	0.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		0	0.00	0	0	0.00	0.00	0	0
Public- Non Institutions	E-Voting	24,41,060	15,23,200	62.40	15,23,200	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		15,23,200	62.40	15,23,200	0	100.00	0.00	0	0
Total		1,34,00,800	98,32,240	73.37	98,32,240	0	100.00	0.00	0	0

Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - To Appoint a Director in place of Mrs. Neerja Sahni (DIN: 08180342), who retire by rotation and being eligible, offers himself for re-appointment.										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	96,20,640	83,09,040	86.37	83,09,040	0	100.00	0.00	0	0	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		83,09,040	86.37	83,09,040	0	100.00	0.00	0.00	0	0
Public- Institutions	E-Voting	13,39,100	0	0.00	0	0	0.00	0.00	0	0	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		0	0.00	0	0	0.00	0.00	0.00	0	0
Public- Non Institutions	E-Voting	24,41,060	15,23,200	62.40	15,23,200	0	100.00	0.00	0	0	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0	0
	Total		15,23,200	62.40	15,23,200	0	100.00	0.00	0.00	0	0
Total		1,34,00,800	98,32,240	73.37	98,32,240	0	100.00	0.00	0	0	



Resolution No.	4										
Resolution required: (Ordinary/ Special)	ORDINARY - To Ratify the remuneration payable to Ms. Ajay Kumar Singh Co., Cost Auditors of the Company for the FY 2022-23.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	96,20,640	83,09,040	86.37	83,09,040	0	100.00	0.00	0	0	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		83,09,040	86.37	83,09,040	0	100.00	0.00	0	0	
Public- Institutions	E-Voting	13,39,100	0	0.00	0	0	0.00	0.00	0	0	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		0	0.00	0	0	0.00	0.00	0	0	
Public- Non Institutions	E-Voting	24,41,060	15,23,200	62.40	15,23,200	0	100.00	0.00	0	0	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		15,23,200	62.40	15,23,200	0	100.00	0.00	0	0	
Total		1,34,00,800	98,32,240	73.37	98,32,240	0	100.00	0.00	0	0	

Resolution No.	5										
Resolution required: (Ordinary/ Special)	SPECIAL - 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										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	96,20,640	83,09,040	86.37	83,09,040	0	100.00	0.00	0	0	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		83,09,040	86.37	83,09,040	0	100.00	0.00	0	0	
Public- Institutions	E-Voting	13,39,100	0	0.00	0	0	0.00	0.00	0	0	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		0	0.00	0	0	0.00	0.00	0	0	
Public- Non Institutions	E-Voting	24,41,060	15,23,200	62.40	15,23,200	0	100.00	0.00	0	0	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		15,23,200	62.40	15,23,200	0	100.00	0.00	0	0	
Total		1,34,00,800	98,32,240	73.37	98,32,240	0	100.00	0.00	0	0	

MOWER FIBRE LTD.
 New Delhi

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - To Re-appoint Mr. Harsh Kumar Anand (DIN: 00312438), as Chairman and Managing Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	96,20,640	83,09,040	86.37	83,09,040	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		83,09,040	86.37	83,09,040	0	100.00	0.00	0.00	0
Public- Institutions	E-Voting	13,39,100	0	0.00	0	0	0.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		0	0.00	0	0	0.00	0.00	0.00	0
Public- Non Institutions	E-Voting	24,41,060	15,23,200	62.40	15,23,200	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		15,23,200	62.40	15,23,200	0	100.00	0.00	0.00	0
Total		1,34,00,800	98,32,240	73.37	98,32,240	0	100.00	0.00	0	0

Handwritten signature: H. Anand

Stamp: WUNDER FIBROMATS LTD. New Delhi



Annexure-B

RUBINA VOHRA & ASSOCIATES

COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZER REPORT

Pursuant to the provision of Section 108 of the Companies Act 2013 read with Companies (Management and Administration) Rules, 2014, as amended

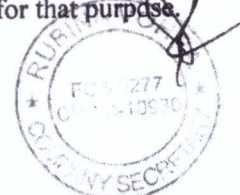
To
The Chairman
Wonder Fibromats Limited
45, Ground Floor, Okhla Industrial Estate,
Phase-III, Delhi-110020

Sub: Consolidated Scrutinizer's Report on e-voting conducted 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 for the 13th Annual General Meeting of Wonder Fibromats Limited, held on Thursday, September 29, 2022 at 02:00 P.M. (IST) through video conferencing/ other audio-visual means

I, Rubina Vohra, Company Secretary in Whole Time Practice, having Membership Number FCS9277 and Certificate of Practice Number 10930 have been appointed as scrutinizer by the Board of Director of the Company vide resolutions passed on 10th August 2022 for the purpose of scrutinizing the Voting Process in a fair and transparent manner i.e. remote e-voting and e-voting during the 13th Annual General Meeting (AGM) under the provision of Section 108 of the Companies Act ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 17, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 respectively (MCA Circulars) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022, issued by the Securities Exchange Board of India (SEBI Circular) on the resolution mentioned in Notice dated 10th August 2022 for the 13th AGM of the Company held on 29th Day of September 2022 at 02:00 PM through Video Conferencing / Other Audio Visual Means (OAVM) facility.

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules thereof including MCA Circulars relating to remote e-voting and e-voting during the 13th Annual General Meeting.

My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make Scrutinizer's Report of the votes cast in favour or against and invalid votes on the above resolution, based on the reports generated from the Remote E-Voting and E- voting System provided by the National Securities depository Limited(NSDI), the authorized agency to provide remote e-voting facilities and engaged by the Company for that purpose.



Email : rassociatenoida@gmail.com | Contact : +91-9899687050, 9999695288
Address : FF-111, Ansal Fortune Arcade, K-Block, Sector-18, Noida-201301

I hereby submit my report as under:

1. The AGM Notice was circulated by the Company to the shareholders whose email addresses are registered with the Company/Depositories for convening of AGM of the Company on **Thursday, 29th September, 2022 at 02.00 P.M. (IST)** through VC / OAVM to transact the business, as set out in the AGM Notice, as stated above, in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020 20/2020, 02/2021, 21/2021, 02/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 17, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 respectively (MCA Circulars) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIRP/P/2022/62, dated May 13, 2022, issued by the Securities Exchange Board of India (SEBI Circular) permitting the Companies to hold Meetings without the physical presence of Members at a common venue. The dispatch of the Notice of AGM through e-mails was completed on **Tuesday, September 06, 2022.**
2. As prescribed in clause IV of the Circular dated 5thMay, 2020 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company had released an advertisement prior to sending Notice of AGM to the Members which was published in English in '**Financial Express**' newspaper having country-wide circulation dated 25thAugust, 2022, and in Hindi '**Jansatta**' Newspaper, Delhi edition dated 25thAugust, 2022. The Notice of AGM contained the required information as provided under clause IV (a) to (f) of the said circular.
3. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also released an advertisement, which was published 21 days before the date of the AGM in English in '**Financial Express**' newspaper having country-wide circulation dated 07th September, 2022, and in Hindi in '**Jansatta.**' newspaper Delhi edition dated 07thSeptember, 2022. The notice published in the newspaper carried the required information as specified in Sub Rule (v) (a) to (h) of the said Rule 20.
4. The remote e-voting period commenced on **Monday, September 26, 2022 at 09:00 A.M. and ended on Wednesday, September 28, 2022 at 05:00 P.M.** via e-voting platform on the designated website of National Securities Depository Limited (NSDL), Authorized Agency to provide e- voting facility viz. www.evoting.nsdl.com
5. The Company had also provided e-voting facility to the Members present during the AGM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
6. The members of the Company whose name were recorded in the Register of Member or in the register of Beneficial owners maintained in the depositories as on the **Cut-off date i.e., 22nd September 2022** were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolution(s) as set out in the Notice dated 10th August 2022.



7. On completion of e-voting during the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by me in the presence of two witnesses Ms. Himanshi Rawat & Mr. Lalit Sharma who were not in the employment of the Company and were counted.



(Himanshi Rawat)

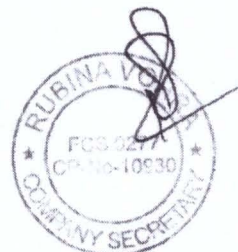


(Lalit Sharma)

8. The details containing the list of the shareholders who casted their votes through remote e-voting and e-voting during the AGM on each of the resolutions was downloaded from the e-voting website of NSDL (<http://www.evoting.nsdl.com>).
9. I have scrutinized and reviewed the remote e-voting and e-voting facility provided to shareholders during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
10. No members have voted through both modes i.e., remote e-voting as well as e-voting in the AGM.
11. The results of Remote E-Voting together with the e-voting conducted during the AGM by way of electronic means are as under:

RESOLUTION NO.01: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31stMarch, 2022 together with the Reports of the Board of Directors and Auditors thereon.

ORDINARY RESOLUTION				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	2	32	9832240	100
Dissent	0	0	0	0
Total	2	32	9832240	100



RESOLUTION NO.02: To Appoint a Director in place of Mr. Yogesh Sahni (DIN: 00811667), who retire by rotation and being eligible offers himself for re-appointment.

ORDINARY RESOLUTION				
	Number of Valid Votes			
Particulars	E-voting during the AGM	Remote e-Voting	Total	Percentage
Assent	2	32	9832240	100
Dissent	0	0	0	0
Total	2	32	9832240	100

RESOLUTION NO.03: To Appoint a Director in place of Mrs. Neerja Sahni (DIN: 08180342), who retire by rotation and being eligible offers himself for re-appointment.

ORDINARY RESOLUTION				
	Number of Valid Votes			
Particulars	E-voting during the AGM	Remote e-Voting	Total	Percentage
Assent	2	32	9832240	100
Dissent	0	0	0	0
Total	2	32	9832240	100

RESOLUTION NO.04: To ratify the remuneration payable to M/s. Ajay Kumar Singh & Co., Cost Auditors of the Company for the FY 2022-23.

ORDINARY RESOLUTION				
	Number of Valid Votes			
Particulars	E-voting during the AGM	Remote e-Voting	Total	Percentage
Assent	2	32	9832240	100
Dissent	0	0	0	0
Total	2	32	9832240	100



RESOLUTION NO.05: 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.

SPECIAL RESOLUTION				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	2	32	9832240	100
Dissent	0	0	0	0
Total	2	32	9832240	100

RESOLUTION NO.06: To Re-appoint Mr. Harsh Kumar Anand (DIN: 00312438), as Chairman and Managing Director of the Company.

SPECIAL RESOLUTION				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	2	32	9832240	100
Dissent	0	0	0	0
Total	2	32	9832240	100

12. All relevant records and other electronic data and particulars of shareholders related to remote e-voting and e-voting at the AGM will remain in my safe custody until the Chairman Consider, approve and signs the minutes of the AGM and the same shall be handed over to the Company Secretary of the Company for safe keeping.

RESULT

All the Resolutions mentioned in the AGM Notice dated 10th August, 2022 as per the details above stands passed under Remote E-voting and voting conducted at AGM electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.

Thanking You

For M/s Rubina Vohra & Associates
Company Secretaries

(Rubina Vohra)
Company Secretary in Whole time Practice
FCS-9277

COP No. 10930

UDIN: F009277D001109882

Scrutinizer appointed by the Board of Directors for the Voting Process
(Including Remote E-Voting and E-Voting during 13th AGM)

Date: 01.10.2022

Place: Noida

Counter Signed by:

For Wonder Fibromats Limited

Harsh Kumar Anand
(Chairman & Managing Director)
DIN:00312438