

WONDER FIBROMATS LIMITED

(Formerly known as Wonder Fibromats Private 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 12th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twelfth** Annual General Meeting (the “AGM”) of the Shareholders of Wonder Fibromats Limited (the “Company”) will be held on **Thursday, 30th September, 2021 at 1:00 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) 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, 2021 together with the Reports of the Board of Directors and Auditors thereon.**
- 2. To Appoint a Director in place of Mr. Karan Anand (DIN: 05253410), who retire by rotation and being eligible offers himself for re-appointment.**
- 3. To Appoint a Director in place of Mr. Jatin Anand (DIN: 07507727), who retire by rotation and being eligible offers himself for re-appointment.**

SPECIAL BUSINESS:

- 4. RATIFICATION OF REMUNERATION PAYABLE TO M/S. AJAY KUMAR SINGH & CO., COST AUDITORS OF THE COMPANY**

To consider and, if thought fit, to pass 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, 2022 amounting to Rs. 30,000/- (Rupees Thirty thousand only) (excluding all taxes and reimbursement of out-of-pocket expenses) be and is hereby ratified and confirmed.

“RESOLVED FURTHER THAT the Board of Directors of the company, be and are hereby severally authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage

and/or the charge and to do all such acts and things as may be necessary and expedient for giving effect to the above resolution.”

5. TO INCREASE THE LIMIT TO SECURE THE BORROWING BY CREATION OF SECURITY ON THE ASSETS OF THE COMPANY PURSUANT UPTO RS. 100 CRORES:

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

“**RESOLVED THAT** in suppression of all earlier resolutions passed in this connection, if any and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any Committee thereof) to sell, lease or create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such immovable or movable properties of the Company, both present and future, and in such manner as the board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of the Banks, Financial Institutions, any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expensed and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of indebtedness secured by the properties of the Company shall not exceed Rs. 100 Crores (Rupees One Hundred Crore only) at any time.

“**RESOLVED FURTHER THAT** the Board of Directors of the company, be and are hereby severally authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary and expedient for giving effect to the above resolution.”

6. TO INCREASE THE LIMITS OF GIVING LOAN(S), MAKING INVESTMENT(S) OR PROVIDING SECURITY(IES) OR GUARANTEE(S)

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a

sum of Rs. 100 Crores (Rupees One Hundred Crores only) over and above the limit as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

7. TO APPROVE LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the Shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

8. TO APPROVE CONTINUATION OF DIRECTORSHIP OF MR. JUGAL KISHORE CHUGH (DIN: 01254901), AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

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 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded to continue and hold office of Non-executive Independent Director of the Company by Mr. Jugal Kishore Chugh (DIN: 01254901) (whose age is above 75 years) till his current tenure of appointment i.e. upto July 30, 2023, not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds

and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

9. TO DESIGNATE AND APPOINT MR. KARAN ANAND (DIN: 052353410), EXECUTIVE DIRECTOR AS WHOLE TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and read with rules made thereunder (including any statutory modification(s) or any re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Shareholders be and is hereby accorded to designate and appoint Mr. Karan Anand (DIN 05253410) as Whole Time Director of the Company for a period of Three years with effect from September 30, 2021, liable to retire by rotation, on such terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year, as set out in the explanatory statement annexed to the notice convening the meeting;

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration specified in the Explanatory Statement may be revised, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the “Board”), in its absolute authority, as it may deem fit;

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.”

10. TO DESIGNATE AND APPOINT MR. JATIN ANAND (DIN: 07507727), EXECUTIVE DIRECTOR AS WHOLE TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and read with rules made thereunder (including any statutory modification(s) or any re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Shareholders be and is hereby accorded to designate and appoint Mr. Jatin Anand (DIN 07507727) as

Whole Time Director of the Company for a period of Three years with effect from September 30, 2021, liable to retire by rotation, on such terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year, as set out in the explanatory statement annexed to the notice convening the meeting;

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration specified in the Explanatory Statement may be revised, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the “Board”), in its absolute authority, as it may deem fit;

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.”

11. TO DESIGNATE AND APPOINT MR. SIDDHANT SAHNI (DIN: 07508004), EXECUTIVE DIRECTOR AS WHOLE TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and read with rules made thereunder (including any statutory modification(s) or any re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Shareholders be and is hereby accorded to designate and appoint Mr. Siddhant Sahni (DIN 07508004) as Whole Time Director of the Company for a period of Three years with effect from September 30, 2021, liable to retire by rotation, on such terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year, as set out in the explanatory statement annexed to the notice convening the meeting;

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration specified in the Explanatory Statement may be revised, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the “Board”), in its absolute authority, as it may deem fit;

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: 02nd September, 2021

Place: New Delhi

NOTES:

1. In view of the continued outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021, read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, 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. The proceedings of the 12th AGM shall be deemed to be conducted at the Registered office of the company.

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 12thAGM through VC/OAVM and the Shareholders can attend and participate in the ensuing AGM through VC/OAVM.

2. Explanatory Statement pursuant to Section 102 of the Act relating to Items no. 4, 5, 6, 7 8, 9, 10 and 11 of the Notice of the 12thAGM, 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-A**.
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 Circulars read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (“said SEBI Circular”) issued by the Securities and Exchange Board of India (“SEBI”),

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 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 and 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 venue 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. The Shareholders, 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 26th September, 2021, 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.
10. 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 12thAGM 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.

11. 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 12thAGM 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 the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL (agency providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. 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.
13. 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.
14. 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.
15. 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).
16. Since the AGM will be held through Video Conferencing or Other Audio-Visual Means, route map of venue of the AGM and admission slip is not attached to this Notice.

❖ **Voting through electronic means**

- 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, 23rdSeptember, 2021** 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, 23rd September, 2021, 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 Rubina Vohra & Associates, Company Secretaries, as the Scrutiniser to scrutinise the e-voting 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 placed on the Company's website www.wonderfibromats.com and on the website of NSDL i.e., www.evoting.nsdl.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed.
- The remote e-voting period begins on **Monday, 27th September, 2021 at 9.00 a.m. and ends on Wednesday, 29th September, 2021 at 5.00 p.m.** and the remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

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

Type of Shareholders	Login Method

Individual Shareholders holding securities in demat mode with NSDL.

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.nsdl.com/> either on 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.

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

	<p>www.cdslindia.com and click on New System Myeasi.</p> <ol style="list-style-type: none"> 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 ESP i.e., NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>

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 and Shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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) or Physical	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) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 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.

❖ 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, 23rd September, 2021 shall view the Notice of the 12thAGM 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, 23rd September, 2021. 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 are being 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, 2022 at a remuneration of ₹ 30,000/- (Rupees Thirty 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 2021-22.

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 30, 2021.

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**.

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

The Company may be required to create security by way of charge, mortgage, hypothecation or pledge of the moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company (hereinafter referred to as the “Assets”) in favour of the lenders as per the terms agreed with them in the course of borrowing of funds from time to time to support the business operations, general corporate purposes and capital expenditure.

In terms of the provisions of Section 180 (1) (a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

It is therefore necessary for the Shareholders in terms of section 180(1)(a) of the act to give their approval as Special Resolutions as mentioned in Item no. 7 to enable the Board of Directors of the Company to pledge, mortgage and/or charge on all the immovable or movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expensed and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of indebtedness secured by the properties of the Company shall not exceed Rs. 100 Crores (Rupees One Hundred Crore only) at any time.

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 30, 2021.

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. 5 of this Notice except to the extent of their shareholdings in the Company, if any.

Your Board recommends passing of the resolution for approval of the Shareholders as a **Special Resolution**.

Item No.6

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary.

Accordingly, it is proposed to seek prior approval of Shareholders vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 100 crores (one hundred crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

In view of the aforesaid, 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 30, 2021.

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. 6 of this Notice except to the extent of their shareholdings in the Company, if any

Item no.7

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the Shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the

Shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, or to give guarantee or provide any security in connection with any loans raised by group entities or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the Shareholders of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution as set out in item No. 7 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.7 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 30, 2021.

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. 7 of this Notice except to the extent of their shareholdings in the Company, if any

Item no.8

The Members of the Company at the Extra Ordinary General Meeting held on July 30th, 2018 had appointed Mr. Jugal Kishore Chugh, as the Independent Directors of the Company for a term of five (5) consecutive years commencing from July 30, 2018 and expiring on July 30, 2023.

Mr. Jugal Kishore Chugh have already attained the age of seventy-five (75) years. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of their directorships up to July 30, 2023, being the date of expiry of their current term of office, will be required to be passed.

Mr. Jugal Kishore Chugh fulfills all conditions specified under the applicable laws for the position of Non-executive Independent Director of the Company. The Company has also received necessary declarations from him that he meets the criteria of independence as prescribed under the applicable laws including but not limited to SEBI LODR Regulations. He is not disqualified to act as Director in terms of Section 164 of the Companies Act, 2013. He is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

A brief justification for their continuation as Non-Executive Independent Directors on the Board of the Company is as under:

Mr. Jugal Kishore Chugh: aged 76 years, is an Independent Director of our Company. He holds Bachelors of Science and B.Sc. Electrical Engineering. He has more than 45-year experience in the field of Manufacturing Industry. As an Independent Director of our Company with corporate acumen & experience, he brings value addition to our Company. He has been on the board of Company since, 30th July, 2018.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of Mr. Jugal Kishore Chugh, as “Independent Directors” of the Company, considering their rich experience, expertise and valuable contribution made to the Board of Directors of the Company. Their presence on the Board adds more value and gives confidence to the Board in its decisions.

The Board of Directors, at its meeting held on August 31, 2021, has unanimously decided the continuation of directorships of Mr. Jugal Kishore Chugh as “Non-executive Independent Director” on the Board of the Company.

The Board of Directors recommends resolution as set out in item No. 8 for approval of the Shareholders of the Company by way of passing a **Special Resolution**.

Except for the respective director being interested in continuation of their office as Non-Executive Independent Directors, none of the other Directors/Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise in the Special Resolutions set out at Item nos. 8 of the Notice.

Item no.9, 10 and 11

At the Annual General Meeting of the Company held on 12th May, 2016, the Members of the Company had appointed Mr. Karan Anand (DIN 05253410), Mr. Jatin Anand (DIN 07507727), and Mr. Siddhant Sahni (DIN 07508004), as Executive Directors of the Company w.e.f. 12th May 2016, liable to retire by rotation.

A brief profile of Mr. Karan Anand, Mr. Jatin Anand, and Mr. Siddhant Sahni, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, is provided as part of the Notice.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of their 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 02nd September 2021, has designated and approved the appointment of Mr. Karan Anand (DIN 05253410), Mr. Jatin Anand (DIN 07507727), and Mr. Siddhant Sahni (DIN 07508004), as a Whole Time Directors of the company for a period of 3 years w.e.f. 30th September, 2021, on such terms and conditions set out herein below, subject to approval of the members of the Company.

1. The Whole Time Directors shall perform their duties subject to the superintendence, control and direction of the Board of Directors of the Company.

2. **Period:**

For the period of 3 years w.e.f. September 30, 2021

3. **Remuneration:**

Annual Salary:

The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Karan Anand, Mr. Jatin Anand, and Mr. Siddhant Sahni in any financial year shall not exceed Rs. 32,00,000/- (Rupees Thirty-Two lakhs only) per annum respectively for each director.

They shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;

In addition to above, They shall be entitled for Company’s contribution to Provident Fund, leave encashment and payment of gratuity as per the Companies Policy;

4. Mr. Karan Anand (DIN 05253410), Mr. Jatin Anand (DIN 07507727), and Mr. Siddhant Sahni (DIN 07508004) shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
5. 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.
6. In case the Company has no profits or its profits are inadequate in any financial year, the Company will pay remuneration by way of salary, benefits, perquisites, allowances, reimbursements and facilities as specified above as or as per the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, whichever is higher.
7. The limits specified above are the maximum limits and the Nomination and Remuneration Committee / Board may in its absolute discretion pay to the abovementioned Directors lower remuneration and revise the same from time to time within the maximum limits stipulated above.
8. The Whole Time Directors are appointed by virtue of their employment in the Company and their appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Whole Time Directors are liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Karan Anand (DIN 05253410), Mr. Jatin Anand (DIN 07507727), and Mr. Siddhant Sahni (DIN 07508004) under Section 190 of the Act. Details of such directors are provided in the "Annexure" to the Notice.

The Board of Directors recommends resolution as set out in item No. 9, 10 and 11 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.9,10 & 11 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 30, 2021.

Except Executive Directors and their relatives none of other Directors or Key Managerial personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

ADDITIONAL INFORMATION:

In accordance with the provisions of Schedule V to the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time), the relevant details in relation to the resolutions at Item No.9, 10 and 11 are as under:

I. GENERAL INFORMATION

1	Nature of industry	Wonder Fibromats Limited is engaged in manufacturing and supplying of Fans.
2	Date or expected date of commencement of commercial production	In the Year 2013

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as the Company is an existing Company.		
4	Financial performance based on given indicators	Particulars	2020-2021 (Rs.)	2019-2020 (Rs.)
		Total Revenue	305,82,60,709	297,81,12,994
		Profit Before Tax	5,88,30,799	5,57,34,880
		Profit After Tax	4,24,49,315	4,44,18,108
		EPS	5.07	5.30
5	Foreign investments or collaborations, if any	N.A.		

II. INFORMATION ABOUT THE APPOINTEE:

Name of the Director(s)	Mr. Karan Anand, Mr. Jatin Anand and Mr. Siddhant Sahni
Background details	<p>Mr. Karan Anand: aged 37 years is Executive Director of Our Company. He is B.E. (C.S.) and Master in Business Administration. He is having more than 12 years' experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company. He has been on the board of Company since 12th May, 2016.</p> <p>Mr. Jatin Anand: aged 38 years is Executive Director of Our Company. He is B.E. (I.T.) and Master in Business Administration. He is having more than 13 years' experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company. He has been on the board of Company since 12th May, 2016.</p> <p>Mr. Siddhant Sahni: aged 33 years is Executive Director of Our Company. He is Bachelor in Business Administration. He is having more than 10 years' experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company. He has been on the board of Company since 12th May, 2016.</p>

Past Remuneration	Gross Salary: F.Y 2019-20- Rs. 18,00,000/- F.Y 2020-21 - Rs. 11,00,000/-
Recognition or Awards	None
Job profile and suitability	<p>Mr. Karan Anand: He is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. He is having more than 12 years' experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company.</p> <p>Mr. Jatin Anand: He is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. He is having more than 13 years' experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company.</p> <p>Mr. Siddhant Sahni: He is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. He is having more than 10 years' experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company.</p>
Remuneration proposed	As per resolution
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be	The remuneration payable has been benchmarked with the remuneration being drawn by similar positions In fan manufacturing Industry and has been considered by Board of Directors of the Company.

with respect to the country of his origin)	
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<p>Mr. Karan Anand belongs to Promoter Group and holds 6.12 % of total shareholding of the Company. He is the son of Mr. Harsh Kumar Anand, Chairman and Managing Director of the Company.</p> <p>Mr. Jatin Anand belongs to Promoter Group and holds 12.18 % of total shareholding of the Company. He is the son of Mr. Yogesh Anand, Executive Director and Chief Financial Officer of the Company.</p> <p>Mr. Siddhant Sahni belongs to Promoter Group and holds 7.34 % of total shareholding of the Company. He is the son of Mr. Yogesh Sahni, Executive Director of the Company.</p>

III. OTHER INFORMATION:

Reason of loss or inadequate profits:	Not Applicable
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profit in measurable terms	Not Applicable

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: 02nd September, 2021
Place: New Delhi

ANNEXURE-A

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. Karan Anand	Mr. Jatin Anand	Mr. Siddhant Sahni
Director Identification Number	05253410	07507727	07508004
Category	Executive Director	Executive Director	Executive Director
Date of Birth	16.10.1984	01.06.1983	12.12.1987
Age	37 Years	38 years	33 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	12 th May 2016	12 th May 2016	12 th May 2016
Relationship with Directors and KMPs	Son of Mr. Harsh Kumar Anand	Son of Mr. Yogesh Anand	Son of Mr. Yogesh Sahni
Qualifications	B.E. (C.S.) & MBA	B.E. (I.T.) & MBA	BBA
Expertise in specific functional area	12 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 13 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 more than 10 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
Details of Board Meetings attended by the Directors during the year	He attended 4 out of 4 Board Meeting during the FY 20-21.	He attended 4 out of 4 Board Meeting during the FY 20-21.	He attended 4 out of 4 Board Meeting during the FY 20-21.
Terms and Conditions of appointment/re-appointment along with remuneration.	As per resolution no. 2 & 9 of the Notice of this meeting read with explanatory statement thereto	As per resolution no. 3 & 10 of the Notice of this meeting read with explanatory statement thereto	As per resolution no. 11 of the Notice of this meeting read with explanatory statement thereto
Membership of Committees of the company	N.A.	-CSR Committee	-CSR Committee
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	5,12,250- 6.12%	10,20,000- 12.18%	615,000- 7.34%

INFORMATION AT A GLANCE

Particulars	Details
Mode	Video conference and other audio-visual means
Time and date of AGM	1:00 P.M. (IST), Thursday, 30 th September, 2021
Participation through video-conferencing	https://www.evoting.nsdl.com/
Helpline number for VC participation	1800-222-990
Cut-off date for e-voting	Thursday, 23 rd September, 2021
E-voting start time and date	9:00 A.M. (IST), Monday, 27 th September, 2021
E-voting end time and date	5:00 P.M. (IST), Wednesday, 29 th September, 2021
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	<p>Contact person: Ms. Pallavi Mhatre, Manager, National Securities Depository Limited (NSDL) 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.</p> <p>Email: evoting@nsdl.co.in / pallavid@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990</p>
Name, address and contact details of Registrar and Transfer Agent	<p>Contact person: Ms. Umesh Pandey Manager - RIS Corporate Registry KFin Technologies Private Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032</p> <p>Email id: einward.ris@kfintech.com</p> <p>Contact number: +91 40 6716 1510</p>