



FORMERLY KNOWN AS  
WONDER FIBROMATS PVT. LTD.

REGISTERED OFFICE: 45, GROUND FLOOR, OKHLA INDUSTRIAL ESTATE (PHASE III),  
NEW DELHI - 110020 | PHONE 011-66058952

PLANT: KHASRA NO 105-106, RAIPUR INDUSTRIAL AREA,  
BHAGWANPUR, ROORKEE, UTTARAKHAND

INFO@WONDERFIBROMATS.COM

WWW.WONDERFIBROMATS.COM

**Date: September 29, 2020**

To,

**Chief Manager  
Listing Compliance Department  
National Stock Exchange of India Limited (NSE)  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai-400051**

**Scrip Code: WFL  
ISIN: INE02WG01016**

**Sub: Proceedings of the 11<sup>th</sup> Annual General Meeting of the members of the Company.**

Dear Sir/Madam,

In terms of the General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 11<sup>th</sup> AGM of the Company was held on Monday, September 28, 2020 at 1.00 p.m. (IST) Through Video Conference / Other Audio Visual Means to transact the business as stated in the Notice dated August 18, 2020, convening the AGM.

In this regard, please find enclosed the Summary of the proceedings of the AGM of the Company as required under Regulation 30 read with Part A of Schedule-III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations").

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

Thanking you,

**For Wonder Fibromats Limited**

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



**Encl: As above**



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### **Summary of proceedings of 11<sup>th</sup> Annual General Meeting of Wonder Fibromats Limited**

The 11<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on 28<sup>th</sup> September, 2020 at 1:00 p.m., through Video Conference ("VC") / Other Audit Visual Means (OAVM) without the physical presence of the Members at a common venue, in compliance with General Circular No. 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs (MCA Circulars) and circulars issued by the Securities and Exchange Board of India (SEBI):

In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed Venue of the AGM.

Total number of shareholders as on the cut-off date i.e. 21<sup>st</sup> September, 2020 date of AGM were 118.

7 (Seven) members including Authorized Representatives, attended the meeting through Video Conferencing.

As the AGM was held through VC, the facility for appointment of proxies by the members was not available.

The Company Secretary address the Members with welcome speech and give general advisory regarding the meeting and also informed the members, that the statutory registers under the Companies Act, 2013 and other documents as referred in the Notice of the AGM were made available in the electronic form for inspection to every member who had made specific request for inspection by sending an email to the Company, and thereafter handover the proceeding to the Chairman.

The Company Secretary further informed that the company has not received any questions/queries from any member as on 25<sup>th</sup> September 2020, as the last date to received questions/queries from the shareholders

Thereafter, Chairman of the Board, Mr. Harsh Kumar Anand, chaired the Meeting and welcomed all the members, Board of Directors and Invitees for participating Virtually.

At the request of the Chairman, all the Directors attending the AGM from their respective locations introduced themselves to the members. Ten Directors of the Company, including the Chairman of the Audit Committee, Chairman of Nomination and Remuneration Committee and Chairman of the Stakeholders Relationship Committee, attended the AGM.



The representatives of M/s. AYK & Associates, Statutory Auditors, and M/s. Rubina Vohra & Associates, Secretarial Auditors and the Scrutinizer, were also present at the Meeting through VC.

The Chairman briefed about the actions which the Company had taken for enabling members to participate and vote on the items being considered in the AGM and informed that all efforts feasible under the circumstances were made by the Company to enable maximum participation of the members.

Thereafter, the Chairman addressed the Members and delivered his speech and briefly tells about the last year financial performance of the company.

The Chairman ascertained that the requisite quorum was present and called the meeting to Order.

The Chairman informed the members that the 11<sup>th</sup> AGM notice and a copy of annual report for the FY ended 31st March 2020, have already been emailed to all shareholders whose e-mail addresses are registered with the Company or the Depositories. These documents have also been made available on the Company's website. Considering the above, the Notice taken as read.

It was further informed by the Chairman that the Statutory Auditors' Report on the Annual Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 and the Secretarial Audit report for the Financial Year ended 31<sup>st</sup> March, 2020 contains some observations or comments. The reply to such Observation/Comments were duly given by the management in its Directors report of the company, Considering the above details, Both the auditor's report taken as read at the AGM.

The Chairperson informed the members that, the remote e-voting is already concluded and many members have cast their votes, there will be no proposer or seconder for the resolutions as set out in the notice of Annual General Meeting.

Thereafter the Chairman request the Company Secretary to readout the agenda items and necessary voting instructions made for the benefit of members of the company.

The Company Secretary, thereafter, moved to the items of Business to be considered at the AGM as specified in the Notice of the AGM dated 18<sup>th</sup> August 2020 as below.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place of Mr. Harsh Kumar Anand (DIN: 00312438), who retire by rotation and being eligible, offers himself for re-appointment.
3. To Appoint a Director in place of Mr. Siddhant Sahni (DIN: 07508004), 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
5. Approval to Increase the Overall Managerial Remuneration of the Company



## 5. Approval to Increase the Overall Managerial Remuneration of the Company

The Company Secretary further informed that the remote e-voting commenced on Friday, 25 September, 2020 at 09:00 a.m. and ended on Sunday, 25<sup>th</sup> September, 2020 at 05:00 p.m. It was further informed that, Members attending the AGM who have not already cast their vote by remote e-voting shall be able to cast their vote electronically during the meeting which was integrated with VC platform.

The Company Secretary further informed the members that the e-voting window open for another 15 minutes after the proceeding of the AGM shall stand concluded and requested the members who had not already cast their vote to cast the same before the said time.

The Members were informed that Ms. Rubina Vohra, Practicing Company Secretary has been appointed by the board as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Company Secretary further informed that the voting results along with the consolidated Scrutinizers Report shall be informed to the Stock Exchanges and be placed on the website of the Company.

Thereafter, Chairman thanked the Members for their presence and active participation and support extended to the Company and declare the proceedings of the meeting as complete and concluded.

The meeting concluded at 1:18 p.m.

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