



WONDER

FIBROMATS LIMITED



ELEVENTH ANNUAL REPORT
2019-2020



WONDER FIBROMATS LIMITED

(Formerly known as Wonder Fibromats Private Limited)

ELEVENTH ANNUAL REPORT 2019-2020

CORPORATE PROFILE

Board of Directors

Harsh Kumar Anand	Chairman/Managing Director
Yogesh Anand	Executive Director/Chief Financial Officer
Yogesh Sahni	Executive Director
Rohit Anand	Executive Director
Karan Anand	Executive Director
Jatin Anand	Executive Director
Siddhant Sahni	Executive Director
Neerja Sahni	Executive Director
Praveen Chand Khanna	Independent Director
Sunil Malhotra	Independent Director
Jugal Kishore Chugh	Independent Director
Amarbir Singh Bhatia	Independent Director

Key Managerial Personnel

Harsh Kumar Anand	Managing Director
Yogesh Anand	Chief Financial Officer
Kripank Kumar Singh (appointed w.e.f. 12 th Nov, 2019)	Company Secretary & Compliance Officer
Nikita Agarwal (resigned w.e.f. 16 th Aug, 2019)	Company Secretary & Compliance Officer

Audit Committee

Mr. Jugal Kishore Chugh	Chairperson
Mr. Amarbir Singh Bhatia	Member
Mr. Yogesh Anand	Member

Nomination and Remuneration Committee

Mr. Jugal Kishore Chugh	Chairperson
Mr. Amarbir Singh Bhatia	Member
Mr. Sunil Malhotra	Member

Stakeholder Relationship Committee

Mr. Jugal Kishore Chugh	Chairperson
Mr. Praveen Chand Khanna	Member
Mr. Yogesh Sahni	Member
Mr. Yogesh Anand	Member

Corporate Social Responsibility Committee

Mr. Jugal Kishore Chugh	Chairperson
Mr. Jatin Anand	Member
Mr. Siddhant Sahni	Member
Mr. Rohit Anand	Member

Secretarial Auditor

M/s. Rubina Vohra & Associates
Company Secretary

Statutory Auditor

M/s. AYK & Associates
Chartered Accountants

Internal Auditor

M/s. Mukul Gupta & Co.
Chartered Accountants

Cost Auditor

M/s. Ajay Kumar Singh & Co.
Cost Accountants

Registrar and Share Transfer Agent

Kfin Technologies Pvt. Ltd.
Karvy Selenium Tower B,
Plot number 31 & 32,
Financial District Gachibowli,
Hyderabad-500 032

Banker

HDFC Bank Limited
Bank of India

MANUFACTURING PLANT LOCATIONS

Unit: I

Khasra No. 105-106, Raipur Industrial Area,
Gandhinagar Extn, Bhagwanpur, Roorke,
Uttarakhand

Unit: II (*Under construction*)

Plot no.14/P, CIE
Balanagar, Hyderabad,
Telangana-500037

Registered Office/Corporate Office:

Wonder Fibromats Limited

Plot no. 45, Ground Floor, Phase-III, Okhla Industrial Estate,
New Delhi-110020

CIN: L31900DL2009PLC195174

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

Eleventh Annual General Meeting at Registered Office, New Delhi on
Monday, September 28, 2020 at 01.00 P.M.

Chairperson's Message



Dear Shareholders,

It brings me immense pleasure to put forth the Eleventh Annual Report of Your Company, Wonder Fibromats Limited, for the financial year 2019-20. It gives me immense pleasure to share with you an update on performance of your Company for the F.Y. 2019-20. This was transformative year for your Company as the Company got listed on NSE Emerge Platform of National Stock Exchange of India Limited on 06th August, 2019. Your company has taken several pre-emptive measures at various operational levels to ensure sustainable reduction in the cost of production with increased level of efficiency and output.

The end of this year was marked by the enormously challenging COVID-19 pandemic, which has fundamentally altered the world and continues to do so. However, your Company continued to play on its strengths and posted a stable financial performance. I would like to extend my sincere gratitude to each and every team member of Wonder Group for their relentless efforts, who have responded beyond their call of duty during the nationwide lockdown. Our teams have demonstrated a strong sense of responsibility and have ensured that we continue with business as usual, despite the hardship. Amidst lockdowns, we are moving resolutely to urgently address these challenges.

Our Fan manufacturing business has quickly emerged as a silver flagship and was an immediate success that redefined the highly fragmented Indian fans market by offering products that were premium by design with a strong value proposition in terms of pricing.

Although the world is facing tough times ahead, your Company is well-positioned to rise to the occasion. We recognize the benefit of fostering and maintaining strong long-lasting relationships with our stakeholders through transparent and effective communication and we strive to sustain the established credibility and relationship with them. FY-20 is a testament of the brilliant work of your Company's team members, and their never-ending dedication to providing the finest fans, retaining the trust of customers, and looking forward to the future with optimism and innovation. As we move forward into our next year, may you and your family stay safe and healthy!

*Best Regards,
Harsh Kumar Anand
Chairman & Managing Director*

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W O N D E R
FIBROMATS LTD.

WONDER FIBROMATS LIMITED

(Formerly known as Wonder Fibromats Private Limited)

CIN: L31900DL2009PLC195174

Registered Office & Corporate Office:

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

New Delhi-110020

Tel: 011-66058952

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

NOTICE OF THE 11th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Eleventh** Annual General Meeting (the “AGM”) of the Shareholders of Wonder Fibromats Limited (the “Company”) will be held on **Monday, 28th September, 2020 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, 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**

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) 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, 2021 amounting to Rs. 30,000/- (Rupees Thirty thousand only) be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

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

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other applicable provisions, if any, of the Companies Act 2013 and rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable by the Company in respect of any Financial Year, over and above the limits prescribed, i.e. from 11% (Eleven percent) to 40% (Forty percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

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

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: 18th August, 2020

Place: New Delhi

NOTES:

1. In view of the 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, 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 “said Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has decided to convene its ensuing 11th AGM 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 of the Notice of the 11thAGM, 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 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 (“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 SHAREHOLDER 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 thereat, 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. The Shareholders can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes 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.
6. 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.
7. 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 25th September, 2020, through Email on **cs@wonderfibromats.com**. The same will be replied by/on behalf of the Company suitably at the AGM.
8. 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 11thAGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the 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.
9. 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 11thAGM 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 respectively and on the website of NSDL (agency providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

❖ **Voting through electronic means**

- In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of “e-voting” to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given hereinbelow.
- The Company has engaged the services of National Securities Depository Limited (“NSDL”), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”) as well as e-voting during the proceeding of the AGM (“e-voting at the AGM”).
- Further, 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 **Monday, 21st September, 2020** 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. Monday, 21st September, 2020, 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.
- 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.

❖ **Instructions for Shareholders for remote e-voting**

The remote e-voting period begins on **Friday, 25th September, 2020 at 9.00 a.m. and ends on Sunday, 27th September, 2020 at 5.00 p.m.** and the remote e-voting module shall be disabled by NSDL for voting thereafter.

❖ **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: Log-in to NSDL e-voting system at www.evoting.nsdl.com

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

- I. Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.

- II. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at www.eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

- IV. Your User ID details are given below:

Manner of holding shares	Your User ID
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*****

- V. Your password details 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. You will be required to trace the Email sent to you from NSDL from your mailbox. You can open the Email and open the attachment i.e. a PDF file. The password to open the PDF file is your 8-digit client ID for NSDL account or last 8 digits of client ID for CDSL account. The PDF file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your Email ID is not registered, please follow steps mentioned below i.e. process for those Shareholders whose Email IDs are not registered.
- VI. If you are unable to retrieve or have not received the ‘initial password’ or you have forgotten your password:

- i. If you are holding shares in your demat account with NSDL or CDSL: Click on “**Forgot User Details/Password?**” option available on www.evoting.nSDL.com.
 - ii. If you are still unable to get the password by aforesaid options, you can send a request at evoting@nSDL.co.in, by mentioning your demat account number/ folio number, your PAN, your name and your registered address.
 - iii. Shareholders can also use the OTP (one-time password) based login for casting the votes on the e-voting system of NSDL.
- VII. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- VIII. Now, you will have to click on “Login” button.
- IX. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

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

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on “e-voting”. Then, click on “Active Voting Cycles”.
2. After clicking on “Active Voting Cycles”, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of “Wonder Fibromats Limited”, which is **114029**.
4. Now you are ready for e-voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the “print” option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

❖ **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AT 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.

General Guidelines for Shareholders

- A. 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. whereby their authorised representative has been appointed to attend the AGM on their behalf, to the Company, together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to rassociatenoida@gmail.com with a copy marked to evoting@nSDL.co.in.

- B. 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.

❖ **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. Monday, 21st September, 2020 shall view the Notice of the 11th AGM 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. Monday, 21st September, 2020. 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.

❖ **Scrutiniser’s report and declaration of results**

- (i) 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. He shall submit a Consolidated Scrutiniser’s Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of 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.
- (ii) 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.

10. Attending the AGM through VC/OAVM:

Instructions for Shareholders for Attending the AGM Through VC/OAVM:

Shareholders are being provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Shareholders may access the same at www.evoting.nsdl.com under “Shareholders/members” login by using the remote e-voting credentials.

- i. The link for VC/OAVM will be available in “Shareholders/members” login where the EVEN of Company will be displayed.
 - ii. Members 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. Further, Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.
 - iii. As mentioned above, the Shareholders can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the necessary procedure mentioned 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.
- IV. 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.
- V. Shareholders who need assistance before or during the AGM regarding e-voting facility, please contact:
- Ms. Pallavi Mhatre, Manager, NSDL,
4th Floor, ‘A’ Wing, Trade World,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai 400 013.
Email: evoting@nsdl.co.in / pallavid@nsdl.co.in,
Tel: 91 22 2499 4545/ 1800-222-990**
11. The Shareholders holding shares in Dematerialized form and 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.
 12. 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.
- 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 Members.

13. 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).
14. 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.

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

Ratification of remuneration payable to M/s. Ajay Kumar Singh & Co., Cost Auditors of the Company

The Board of Directors of the Company at its meeting held on July 31st 2020, 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, 2021 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 2020-21.

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 or Key Managerial Personnel or their relatives, are in any way concerned or interested financially or otherwise in the proposed resolution no.4 as set out in the Notice.

Item No. 5

Approval to Increase the Overall Managerial Remuneration of the Company

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective since September 12, 2018, total managerial remuneration payable by the Company to its Directors, including Managing Director and Whole-Time Director and its Manager in respect of any Financial Year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 18.08.2020 recommended to increase in overall limit of managerial

remuneration payable by the Company in respect of any financial year from 11% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set out at item no. 5 for approval of members for the approval of the Shareholders of the Company by way of Special Resolution.

Except the Executive Directors of the company none of the Director or Key Managerial Personnel of the Company including their relatives are concerned or interested in the proposed resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

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

**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: 18th August, 2020

Place: New Delhi

**W O N D E R
F I B R O M A T S L T D .**

ANNEXURE A

Details of Director(s) seeking re-appointment in the forthcoming Annual General meeting in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on general meetings (SS-2)

Name of the Director	Mr. Harsh Kumar Anand	Mr. Siddhant Sahni
Director Identification Number	00312438	07508004
Category	Executive Director	Executive Director
Date of Birth	03.11.1949	12.12.1987
Age	71 Years	32 years
Nationality	Indian	Indian
Date of First Appointment on the Board	07 th June 2013	12 th May 2016
Relationship with Directors and KMPs	Father of Mr. Karan Anand Father of Mr. Rohit Anand Father of Mr. Rohit Anand Brother of Mr. Yogesh Anand	Son of Mr. Yogesh Sahni
Qualifications	B.E. (Mechanical)	Bachelor of Business Administration
Expertise in specific functional area	45 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 08 years of experience in the field of Manufacturing of components & Materials used in the manufacturing of electric ceiling & exhaust fans.
Details of Board Meetings attended by the Directors during the year	He attended 12 out of 12 Board Meeting during the FY 19-20.	He attended 10 out of 12 Board Meeting during the FY 19-20.
Terms and Conditions of re-appointment along with remuneration.	Mr. Harsh Kumar Anand has been re-appointed as Executive Director on the same terms and conditions as per original appointment.	Mr. Siddhant Sahni has been re-appointed as Executive Director on the same terms and conditions as per original appointment.
Membership of Committees of the company	NIL	-CSR Committee
List of Directorships held in other Companies	-Y & Y appliances Private Limited -Guru technologies Pvt Ltd -J.M.A. Manufacturing Private Limited -G.N. hostels Private Limited	NIL
Membership/Chairmanship of Committees across other Public Companies	NIL	NIL
Shareholding in the company	978300-11.68%	615000-7.34%

INFORMATION AT A GLANCE

Particulars	Details
Mode	Video conference and other audio-visual means
Time and date of AGM	1:00 P.M. (IST), Monday, 28 th September, 2020
Participation through video-conferencing	https://www.evoting.nsdl.com/
Helpline number for VC participation	1800-222-990
Cut-off date for e-voting	Monday, 21 st September, 2020
E-voting start time and date	9:00 A.M. (IST), Friday, 25 th September, 2020
E-voting end time and date	5:00 P.M. (IST), Sunday, 27 th September, 2020
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Contact person: Ms. Pallavi Mhatre, Manager, National Securities Depository Limited (NSDL) 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in / pallavid@nsdl.co.in , Tel: 91 22 2499 4545/ 1800-222-990
Name, address and contact details of Registrar and Transfer Agent	Contact person: Ms. Umesh Pandey Manager - RIS Corporate Registry KFin Technologies Private Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 Email id: einward.ris@kfintech.com Contact number: +91 40 6716 1510

DIRECTOR'S REPORT

To
The Members,
Wonder Fibromats Limited

The Directors hereby present the Eleventh Annual Report of WONDER FIBROMATS LIMITED ("the Company") along with the Audited Financial Statements for the year ended March 31, 2020.

1. FINANCIAL PERFORMANCE

(Amount: Rs. in Crore)

Particulars	2019-20	2018-19
Total Income	297.81	309.56
Expenditure (before depreciation & Amortization Exp.)	288.99	298.86
Operating Profit	8.82	10.70
<i>Less:</i>		
Depreciation & Amortization Expenses	3.25	2.59
Profit before Tax	5.57	8.11
Tax Expenses:		
a) Current year	1.03	1.63
b) Deferred Tax	0.10	0.34
Profit after Tax	4.44	6.14
Basic EPS (Rs.)	5.30	9.98
Diluted EPS (Rs.)	5.30	9.98

2. STATE OF COMPANY'S AFFAIRS/OPERATIONS

The Net Revenue from Operations for the Financial Year ended March 31, 2020 was Rs. 297.81 crores, which de-grew by 3.8% compared to Rs. 309.56 crores for the previous Financial Year. The Profit After Tax for the year de-grew by 27.7% to Rs.4.44 crores from Rs. 6.14 crores in the previous Financial Year. Economic growth during the year under review was subdued due to lower consumer demand, muted infrastructure activities, liquidity and financial crisis etc. Revenue growth for the year was impacted due to macroeconomic slowdown and disruption caused by COVID-19 pandemic outbreak towards the end of the Financial Year.

3. DIVIDEND

During the year under review, the Board of Directors have not recommended any dividend and proposes to put the reserves for enhancing business.

4. TRANSFER TO RESERVES

During the year under review, your directors have not transferred any amount to general reserves.

5. INITIAL PUBLIC OFFER AND LISTING OF EQUITY SHARES INFORMATION

The Board of Directors had, in its meeting held on 06th August, 2018, proposed the Initial Public Offer not exceeding 22,24,000 equity shares at such price as may be decided by the Board of Directors in consultation with the Merchant Banker. The Members of the Company had also approved the proposal of the Board of Directors in their Extra-ordinary General Meeting held on 31st August, 2018.

Pursuant to the authority granted by the Members of the Company, the Board of Directors appointed Navigant Corporate Advisors Limited as Lead Manager and *Karvy Fintech Private Limited** as Registrar to the Issue and Share Transfer Agent for the proposed Public Issue.

**Changed to "KFin Technologies Private Limited" w.e.f.5th December 2019.*

The Company applied to National Stock Exchange of India Limited ("NSE") for in-principle approval for listing its equity shares on the Emerge Platform of the NSE. National Stock Exchange of India Limited has, vide its letter dated, 13th November, 2018, granted its In-Principle Approval to the Company. The Company had filed Prospectus to the Registrar of the Company, New Delhi dated 02nd July, 2019. The Public Issue was opened on Monday, 22nd July, 2019 and closed on Monday, 29th July, 2019.

The Basis of Allotment was finalized by Company, Registrar to the issue and merchant banker in consultation with the NSE on 05th August, 2019. The Company has applied for listing of its total equity shares to NSE and it has granted its approval vide its letter dated 05th August, 2019. The trading of equity shares of the Company commenced on 06th August, 2019 at Emerge Platform of NSE.

The Equity Shares of the Company are listed on the Emerge Platform of NSE. The Company confirms that the annual listing fees to the stock exchange for the Financial Year 2019-20 & 2020-21 have been paid. The ISIN No. of the Company is **INE02WG01016**.

6. CHANGES IN SHARE CAPITAL

As on March 31, 2020, company has its Authorised share capital of Rs. 10 crore and there is no change in authorised share capital of the company during the year under review.

The company has increased its paid-up share capital from Rs. 6.15 Crore to Rs. 8.37 Crore by way of public issue of 22,24,000/- equity shares of Rs.10/- each at an issue price of Rs. 89/- each dated 02nd Aug, 2019, pursuant to section 62 (1)(c) of the Companies Act, 2013 and such other relevant provisions/regulations as applicable.

The total paid up Equity Share Capital as at March 31, 2020 stood at Rs. 8.37 Crore.

7. UTILISATION OF IPO PROCEEDS

The Company raised funds of ₹ 1979.36 Lakhs through Initial Public Offering (IPO). The gross proceeds of IPO have been utilized in the manner as proposed in the Offer Document, the details of which are hereunder as on March 31st 2020:

(₹ in lakhs)			
Sr. No.	Original Object	Original Allocation	Funds Utilized
1.	To finance the Expenditure towards Acquisition of Land, Site Development and Other Civil Work.	440.00	685.96
2.	To Acquire the Plant & Machinery	290.00	15.00
3.	To part finance the requirement of Incremental Working Capital	900.00	767.62
4.	To meet General corporate purposes	213.60	31.35
5.	To meet the expenses of the Issue	135.76	140.57
*	<i>Un-Utilized Funds (Kept in Fixed Deposit in the Scheduled Bank)</i>	NA	800.00

**(Excess fund incurred on the above said object has been funded from internal accruals of the company and the same will be recouped from unutilized fund deposited in Scheduled Bank)*

Further, there is no deviation/variation in the utilization of the gross proceeds raised through IPO.

8. HOLDING, SUBSIDIARY COMPANIES

The Company is not required to consolidate its financial statements for the year ended March 31, 2020 as the Company does not have any subsidiary, associates and joint ventures companies.

9. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

A. Composition of the Board of Directors

As on March 31, 2020, the Board of Directors of the Company comprised of Twelve Directors, with Eight Executive and four Non-Executive Directors, which included, four Independent Directors. The composition of the Board of Directors is as below.

Name of Director	Designation	Date of Original Appointment	Date of Appointment at current Term & designation	Shareholding (No.of Shares along with %)
Harsh Kumar Anand*	Chairman & Managing Director	07-06-2013	30-07-2018	978300-11.68%
Yogesh Anand	Executive Director & Chief Financial Officer	07-06-2013	30-07-2018	987300-11.79%
Yogesh Sahni	Executive Director	07-06-2013	07-06-2013	588300-7.02%
Rohit Anand	Executive Director	12-05-2016	12-05-2016	512250-6.12%
Karan Anand	Executive Director	12-05-2016	12-05-2016	512250-6.12%
Jatin Anand	Executive Director	12-05-2016	12-05-2016	102000-12.18%
Siddhant Sahni	Executive Director	12-05-2016	12-05-2016	615000-7.34%
Neerja Sahni	Executive Director	30-07-2018	30-07-2018	492000-5.87%
Sunil Malhotra	Non-Executive Independent Director	30-07-2018	30-07-2018	NIL
Praveen Chand Khanna	Non-Executive Independent Director	30-07-2018	30-07-2018	NIL
Jugal Kishore Chugh	Non-Executive Independent Director	30-07-2018	30-07-2018	NIL
Amarbir Singh Bhatia	Non-Executive Independent Director	30-07-2018	30-07-2018	NIL

* Mr. Harsh Kumar Anand, (DIN: 00312438), who was appointed as Managing Director of the Company for a period of Five (5) years from '30th July, 2018 to 30th July, 2023' by passing a Special resolution at the Extra Ordinary General Meeting held on 30th July 2018, has attained the age of 70 (Seventy) years during the year under review, therefore continuation of his current term has been approved by way of passing Special Resolution through postal ballot notice dated February 17th 2020 on the same terms and conditions as already approved by members in the Extra Ordinary General Meeting held on 30 July, 2018.

Note: The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of Listing Regulations.

B. Details of Key Managerial Personnel

During the year under review, Ms. Nikita Agarwal, Company Secretary & Compliance Officer of the Company has resigned from the Company w.e.f. August 16, 2019. Thereafter Mr. Kripank Kumar Singh had been appointed as the Company Secretary & Compliance Officer of the Company w.e.f. November 12, 2019 to fill the casual vacancy caused, pursuant to the provisions of section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, and in accordance with the provisions of Articles of Association of your Company.

10. RETIRE BY ROTATION

In accordance with the provisions of the Articles of Association and Section 152(6) of the Companies Act, 2013, Mr. Harsh Kumar Anand, Chairman and Managing Director and Mr. Siddhant Sahni, Executive Director of the Company retires by rotation at the ensuing annual general meeting. They, being eligible, has offered himself for re-appointment as such and seeks re-appointment. The Board of Directors recommends his re-appointment on the Board.

The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment / re-appointment as Director is annexed to the Notice convening the 11th annual general meeting.

11. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR

During the year under review, Board of directors of the company met 12 (Twelve) times on 11th April 2019; 20th May 2019; 02th July 2019; 10th July 2019; 01st August 2019; 02nd August 2019; 16th August 2019; 05th September 2019; 04th November 2019; 12th November 2019; 26th November 2019; 17th February 2020.

The details of attendance of each Director at the Board Meetings and Annual General Meeting are given below:

Name of Director	Number of Board Meeting held	Number of Board Meetings Eligible to attend	Number of Board Meeting attended	Presence at the previous AGM of F.Y. 2018-2019
Harsh Kumar Anand*	12	12	12	YES
Yogesh Anand	12	12	12	YES
Yogesh Sahni	12	12	11	YES
Rohit Anand	12	12	09	YES
Karan Anand	12	12	12	YES
Jatin Anand	12	12	11	YES
Siddhant Sahni	12	12	11	YES
Neerja Sahni	12	12	10	YES
Sunil Malhotra	12	12	12	YES
Praveen Chand Khanna	12	12	12	YES
Jugal Kishore Chugh	12	12	12	YES
Amarbir Singh Bhatia	12	12	08	YES

12. GENERAL BODY MEETINGS

(I) Annual General Meeting (AGM) Details:

The details of the last Annual General Meetings of the Company and the Special resolutions passed thereat are as under: -

Year	Location	Date	Time	Special Resolutions passed
2019	45, Ground Floor, Okhla Industrial Estate, Phase-III, New Delhi - 110020	27.06.2019	11:00 A.M.	Ratification of remuneration of Cost Auditor for the FY 2019-20.

(II) Extra-Ordinary General Meeting (EGM) held during the financial year 2019-20:

During the year under review, no Extra Ordinary General Meeting was held.

(III) Postal Ballot during the financial year 2019-20

During the year under review, the Board of Directors had sought approval of the Shareholders of the Company through Postal Ballot process pursuant to the provisions of Sections 108 & 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, w.r.t. Continuation of Current appointment of Mr. Harsh Kumar Anand (DIN: 00312438) as Managing Director of the company vide notices dated February 17, 2020 and such resolutions moved by the Company had been approved with requisite majority by the members as on March 26th 2020.

Detailed voting results along with scrutinizer report has already been uploaded on the website of the company under Investor tab i.e. www.wonderfibromats.com/investor.

13. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declarations from each independent director under Section 149(7) of the Companies Act, 2013. The Board after assessing their disclosures confirms that all the Independent Directors of the Company fulfil the conditions of independence specified in the Act and LODR Regulations and are independent of the management of the Company.

Further, all the Independent Directors of the Company have registered themselves in the Independent Director Data Bank. A separate meeting of Independent Directors was held on 20th March, 2020 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at <http://wonderfibromats.com/policies-and-code-of-conduct/>.

14. PERFORMANCE EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance board committees and individual directors pursuant to the provisions of the Act. The performance of the board was evaluated by the board after seeking inputs from all the directors on the

basis of the criteria such as the board composition and structure effectiveness of board processes information and functioning etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc. In addition, the performance of chairman was also evaluated on the key aspects of his role. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed meaningful and constructive contribution and inputs in meetings etc.

The Board and Committee evaluation policy of the company is incorporated on the website of the Company at <http://wonderfibromats.com/policies-and-code-of-conduct/>.

15. BOARD COMMITTEES

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval.

As on March 31, 2020, the Board has following 3 (Three) Statutory Committees in accordance with Companies Act, 2013:

- 1. Audit Committee**
- 2. Nomination and Remuneration Committee**
- 3. Stakeholder Relationship Committee**

Details of such committees and its composition and meetings held during the financial year 2019-20 are as under:

AUDIT COMMITTEE

The Committee was constituted by Board of Directors of the Company on July 30, 2018. The Committee has re-constituted on August 20, 2018. During the year under review, audit committee met three (3) times i.e. on 09th April, 2019, 18th May 2019, 12th Nov 2019,

Composition & Attendance

Name of Directors	Nature of Directorship	Designation in the committee	No. of meetings attended
Mr. Jugal Kishore Chugh	Non-executive Independent Director	Chairperson	3

Mr. Amarbir Singh Bhatia	Non-executive Independent Director	Member	3
Mr. Yogesh Anand	Executive Director	Member	3

NOMINATION AND REMUNERATION COMMITTEE

The Committee was constituted by Board of Directors of the Company on July 30, 2018. The Committee has re-constituted on August 20, 2018. During the year, committee met twice i.e. on 11th Nov 2019 and on 17th Feb, 2020.

Composition & Attendance

Name of Directors	Nature of Directorship	Designation in the committee	No. of meetings attended
Mr. Jugal Kishore Chugh	Non-executive Independent Director	Chairperson	2
Mr. Amarbir Singh Bhatia	Non-executive Independent Director	Member	2
Mr. Sunil Malhotra	Non-executive Independent Director	Member	2

STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Committee was constituted by Board of Directors of the Company on July 30th, 2018. During the year, committee met twice i.e. on 12th Oct, 2019 and 02nd Feb, 2020.

Composition & Attendance

Name of Directors	Nature of Directorship	Designation in the committee	No. of meetings attended
Mr. Jugal Kishore Chugh	Non-executive Independent Director	Chairperson	2
Mr. Praveen Chand Khanna	Non-executive Independent Director	Member	2
Mr. Yogesh Anand	Executive Director	Member	2
Mr. Yogesh Sahni	Executive Director	Member	2

During the year under review, the Company had not received any complaint from the Shareholders. There was no complaint as on 31st March, 2020.

16. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS/ COURTS/TRIBUNAL

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review your Company has not given any loans, provided any guarantees / security and made investments that are covered under the provisions of Section 186 of the Act.

18. CREDIT RATING

The company has not obtained any rating from any Credit Rating Agency during the year.

19. MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

While the past performance and current impacts of Covid-19 are material elements to be shared with the investors, it is company's business prospects as seen by the management that matters the most. Following are the changes undergone by the company during the year date due to this pandemic situation:

a) Impact of COVID-19 on Operations of Business

Due to the impact of COVID19 and in accordance with various initiatives and directions of both central and State(s) Government from time to time including Janta Curfew and subsequent nationwide lock down, the operations of the Company were suspended at its office/showroom/manufacturing unit from March 22, 2020, which has negative impacted its operations of the Company during last week of March, April and May 2020.

b) Material Impact of COVID-19 on Capital and Financial Position

As on date the company has adequate capital. As regards financial resources, the financial aid announced by government for MSME, if received would definitely help us to survive in near future. This will affect the profitability for the year 2020-21 which will be at lower level because of reduction in sales due to the impact of COVID-19 lockdown and rescission in the market. None of our Assets got impaired due to COVID -19 effects till date. The Company has a sound internal financial reporting and control mechanism and wherever applicable additional controls are being added to address the current situation.

20. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the Financial Year 2019-20.

21. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the Requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and has also constituted an 'Internal Complaints Committee' under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the prevention and redressal of complaints of sexual harassment and for the matters Concerned connected or incidental thereto. The Company has complied with provisions relating to the constitution of Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013”

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Work place (Prevention, Prohibition & Redressal) Act, 2013 read with Rules there under, the Company has not received any complaint on sexual harassment during the year under review.

22. FRAUD REPORTING

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

23. AUDITORS

1. Statutory Auditors

M/s. AYK & Associates., Chartered Accountants, Firm Registration No. 018591C were appointed as Statutory Auditors of the Company at the 10th Annual General Meeting (AGM) held on June 27, 2019 for the period of 5 years to hold office till the conclusion of the 15th Annual general Meeting to be held in the year 2024 of the company.

Hence, the term of the said Statutory Auditors shall expire at the 15th Annual General Meeting of the company to be held in the year 2024 as per the provisions of Section 139 of the Companies Act, 2013.

The auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate no. 012052 issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

There was one observation made by Statutory Auditors and the reply by the management for the same is given below.

Observation-1

Company has not provided requisite disclosures in the financial statements as required U/s 22 of The Micro, Small and Medium Enterprises Development Act, 2006.

Reply: The Company is in the process of collecting information required from their vendors under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME ACT 2006) in order to provide the requisite details to the Statutory Auditor.

2. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has re-appointed Ms. Rubina Vohra, Practicing Company Secretary, as Secretarial Auditors of the Company for the year under review. The Secretarial audit report received as **Form MR-3** from the Secretarial Auditors is annexed to this report marked as **Annexure – V** and forms part of this report.

As per the observations given by the Secretarial Auditors, the explanation to the same has been given to them which forms part of the Secretarial Audit Report. Further the justification for unspent Corporate Social Responsibility (CSR) amount is also been given in '**Annexure-I**' under Annual Report on CSR Activities and forms part of this Report.

The Company is taking all necessary steps to comply with the observations given by the secretarial auditors.

3. Cost Auditor

The Board of Directors, based on the recommendation of the Audit Committee and pursuant to the provisions of Section 148 of the Act read with the Companies (Management and Remuneration Personnel) Rules, 2014, has reappointed **M/s. Ajay**

Kumar Singh & Co., Cost Accountants having FRN: 000386), as the Cost Auditors of your Company for the year under review. The Cost Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board from time to time.

The remuneration payable to the Cost Auditors is required to be placed before the members in the general meeting for their ratification. Accordingly, a resolution seeking members' ratification for the remuneration payable to M/s. Ajay Kumar Singh & Co., Cost Accountants, is included at Item No.4 of the Notice of the ensuing Annual General Meeting.

4. Internal Auditors

The Board of Directors, based on the recommendation of the Audit Committee and pursuant to the provisions of section 138 of the Act read with the Companies (Accounts) Rules, 2014, has reappointed **M/s. Mukul Gupta & Co., Chartered Accountants** having FRN: 030326N, as the Internal Auditors of your Company for the year under review. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board from time to time.

24. EXTRACT OF ANNUAL RETURN

As per the requirement of Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of Annual Return for FY 2019-20 are furnished in **Annexure -II** in the prescribed **Form MGT-9**, which is a part of this report.

The Annual Return of the Company can also be accessed at the website of the Company at under Investors tab i.e. www.wonderfibromats.com.

25. PUBLIC DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 and Accordingly, no disclosure or reporting is required in respect of details relating to deposits.

26. Cost Records

As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost records and accordingly, such accounts and records are maintained.

27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

Related party transactions entered during the financial year under review are disclosed in the Financial Statements of the Company for the financial year ended March 31, 2020 as required under Accounting Standard-18. These transactions entered were at an arm's length basis and in the ordinary course of business. Requisite prior approval of the Audit Committee of the Board of Directors was obtained for Related Party Transactions. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

Since all the Related Party Transactions entered into during the Financial Year were on an arm's length basis and in the ordinary course of business, no details are required to be provided in Form AOC-2 as prescribed under Section 134(3)(h) the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

28. PARTICULARS OF EMPLOYEES AND REMUNERATION

Disclosures pertaining to remuneration and other details are required under Section 197(12) of the Act read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is forming part of the Directors' Report for the year ended March 31, 2020 and is annexed to this Report and marked as **Annexure- IV**.

During the financial year 2019-20, no employee, whether employed for whole or part of the year, was drawing remuneration exceeding the limits mentioned under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

29. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial control and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors including audit of internal financial controls over financial reporting by the statutory auditor and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company' internal financial controls were adequate and effective during the financial year 2019-2020.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and ability, confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO [Pursuant to Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

Your Company strives cautiously to conserve energy by adopting innovative measures to change to eco-friendly and cheaper fuels, reducing wastage and optimizing consumption. There was no capital investment made on energy conservation equipment during the year under review.

B. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION

Your Company's research and development team of the Company comprises of some of the finest designers, metallurgists, chemists and senior craftsman. The Company has been instrumental in developing and introducing several widely acclaimed fans designs. The Company has also developed several new systems, procedures and techniques in fans manufacturing. The company continues to adopt and use the latest technologies to improve the productivity and quality of its products.

In case of imported technology (imported during the last three years reckoned from the beginning of the Financial year:

- The details of technologies imported. – Nil

- The year of import – NA
- Whether the technology been fully absorbed. – NA
- If not fully absorbed, areas where absorption has not taken place, and the reasons thereof - NA

C. FOREIGN EXCHANGE EARNING AND OUTGO

The details of Foreign Exchange earnings and outgo are furnished below.

(Rs. In Lacs)

Sl.no.	Particulars	2019-20	2018-19
a)	Foreign Exchange Earnings	77.86	8.40
b)	Foreign Exchange Outgo	48.94	12.04

31. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Annual Report as **Annexure - III**.

32. CORPORATE GOVERNANCE

Corporate Governance at Wonder Fibromats Limited is evolved by not only ensuring compliance with regulatory requirements but also by being responsive and responsible to the needs of stakeholders with rewarding environment. Your Company believes that best Corporate Governance practices are critical to enhance and retain investor trust.

We, at Wonder Fibromats Limited, believe that good and effective Corporate Governance is critical to achieve corporate vision and mission of the organization; it is more of an organizational culture than a mere adherence to rules and regulations. Law are alone cannot bring changes and transformation, and voluntary compliance both in form and in substance plays an important role in developing good Corporate Governance.

As our company has been listed on SME Emerge Platform of National Stock exchange Limited (NSE), by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the corporate Governance provisions as specified in regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V are not applicable to the company.

Hence, Corporate Governance Report does not form a part of this Board Report, though we are committed for the best corporate governance practices.

33. POLICY MATTERS

➤ **Nomination Remuneration and Evaluation Policy**

In terms of provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee of the Company has formulated and recommended to the Board a policy, containing the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive/Non- Executive) and it highlights the remuneration for the Directors, Key Managerial Personnel and other employees, ensuring that it covers the matters mentioned in Section 178(4) of the Act.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at <http://wonderfibromats.com/policies-and-code-of-conduct/> and is annexed to this Report as **Annexure – VI**.

➤ **Vigil Mechanism / Whistle Blower Policy**

The Company has adopted a Whistle Blower Policy for Vigil Mechanism for Directors and Employees to report to the Management instances of unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimisation of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the persons has been denied access to the Chairperson of the Audit Committee. The Policy has been circulated amongst the employees of the Company working at various locations, divisions/units.

During the year under review, the Company has not received any instances of genuine concerns from Directors or employees. The policy is in line with the provisions of the Act and the Listing Regulations is available on the website of the Company at <http://wonderfibromats.com/policies-and-code-of-conduct/>.

➤ **Corporate Social Responsibility Policy**

In terms of the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company has constituted a Corporate Social Responsibility (CSR) Committee and framed a CSR policy which details the programs / activities that can be carried out under various program heads. CSR policy of the Company is available on the website. at <http://wonderfibromats.com/policies-and-code-of-conduct/>.

The Company's CSR activities are focused on addressing critical social, environmental and economic needs of the underprivileged and downtrodden sections of the society. During the year, Company carried out several initiatives

under the CSR program, directly as well as through agencies. The Annual report on CSR activities is attached as **Annexure I** forming part of this report.

➤ **Code of Conduct for Prevention of Insider Trading**

In accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, Wonder Fibromats Limited is having the Code of Conduct to Regulate, Monitor and Report Trading by Insiders. The Company has also adopted and revised its Code in accordance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the shares of the company at the time when there is unpublished price sensitive information. The said Code is available on the website of the Company at <http://wonderfibromats.com/policies-and-code-of-conduct/>.

34. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined in the organization. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit function monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions suggested are presented to the Audit Committee.

35. FINANCE AND ACCOUNTS

Financial Statement has been prepared in accordance with accounting standards as issued by the Institute of Chartered Accountants of India and as specified in Section 133 of the Companies act, 2013 and the relevant rules thereof and in accordance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. IND AS is not applicable to the Company because Companies listed on SME exchanges are not required complying with IND AS. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits

and cash flows for the year ended March 31, 2020. The Company has neither revised the financial statements nor the report of Board of Directors.

36. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS

The Company has complied with the applicable Secretarial Standards - 1 and Secretarial Standards - 2 issued by the Institute of Company Secretaries of India and approved by the Central Government.

37. DISCLOSURE W.R.T. DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

There are no demat suspense account/unclaimed suspense account during the year under review as per SEBI (LODR) Regulations, 2015.

38. ACKNOWLEDGMENTS

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. The Board acknowledges with gratitude the co-operation and assistance provided to the company by its bankers, financial institutions, and government as well as Non-Government agencies. The Board wishes to place on record its appreciation to the contribution made by employees of the company during the year under review.

The Company has achieved impressive growth through the competence, hard work, solidarity, cooperation and support of employees at all levels. Your Directors give their sincere gratitude to the customers, clients, vendors and other business associates for their continued support in the Company's growth.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders

For and on behalf of the Board of Directors
Wonder Fibromats Limited

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

Place: New Delhi

Date: August 18, 2020

ANNEXURE-I

Annual Report on Corporate Social Responsibility Activities
[Pursuant to (Companies Corporate Social Responsibility Policy) Rules, 2014]

1. A Brief Outline of the Policy

Every organization has the right to exist in a society. With the right, there comes a duty to give back the society a portion of what it receives from it. As a corporate citizen we receive various benefits out of society and it is our coextensive responsibility to pay back in return to the society.

The CSR Policy of the Company is aimed to improving the quality of the life of the communities we serve through long term stakeholder value creation. Accordingly, the CSR activities/programs were undertaken in line with and as specified in Schedule VII of the Act to serve and to be seen to serve society and community and create significant and sustained impact in their lives and provide opportunities for employees to contribute to these efforts through volunteering.

Our Company strongly believe that the Company plays a very significant role in improving the quality of the society within which it operates and the Company can flourish only if it operates in a society that is healthy, orderly, just and which grants freedom and scope to individuals and their lawful enterprises.

2. Vision Statement and Objective

The CSR Policy sets out company's commitment towards ensuring that our activities extend beyond business and include initiatives and endeavors for the benefit and development of the community and society. The CSR Policy lays down guidelines for undertaking programmes geared towards social welfare activities or initiatives. In alignment with the above vision, company, through the CSR Activities, will endeavors to enhance value creation in the society and in the community, through its services, conduct and initiatives, so as to promote sustained growth for the society and community, in fulfilment of its role as a socially responsible corporate.

This CSR Policy has been framed in accordance with the applicable provisions of the Companies Act 2013 and the rules issued thereunder and can be accessed on the company's website viz: www.wonderfibromats.com.

3. The composition of the CSR Committee: -

Mr. Jugal Kishore Chugh	Chairperson
Mr. Jatin Anand	Member
Mr. Siddhant Sahni	Member
Mr. Rohit Anand	Member

4. Average Net Profit of the Company for last three financial years: - Rs. 8,49,54,001/-

5. Prescribed CSR expenditure

(Including un-spent amount of Rs. 4.04 lakhs for the FY 2018-19): - Rs. 21,03,107/-

6. Details of CSR spent for the financial year is: -

a) **Total amount to be spent for the financial year:** The Company has spent Rs. 12,58,211/- during the Financial Year 2019-20 against the CSR Project/activities identified and approved by the CSR Committee.

b) **Amount unspent, if any and reason for not spending:** Amount unspent is Rs. 8,44,896/-

c) **Manner in which the amount spent during financial year, is detailed below: -**

Sl. No.	CSR project/ activity identified	Sector in which the Project is covered	Projects/ Programmes	Amount outlay (budget) project/ programme wise (Rs. In lakhs)	Amount spent on the project/ programme (Rs. In lakhs)	Cumulative expenditure up to 31 st March, 2020 (Rs. In lakhs)	Amount Spent: Direct/ through implementing agency
1	Donation to ICARE Eye Hospital & Post Institute	Health & Awareness	Local area/ others	05.10	5.18	5.18	Through Implementing Agency
2	NGO Navratan Foundation-	Financial support for Education and Skill Training Programme	Local area/ others	02.25	2.00	7.18	Through Implementing Agency
3	Noida Lok Manch-		Local area /others	06.16	05.00	12.15	Through Implementing Agency
4.	Administration & Overhead expenses	-	-	-	0.43	12.58	-
			TOTAL	15.51	12.58	-	--

7. Reason for not spending the prescribed 2% amount:

During the year the Company undertook various CSR Projects and had a meeting with various CSR consultants of the repute to have the CSR Budget of the Company fully utilized.

Since it took time to identify the projects that serve and match the needs of the society at large, the company could not to spend whole budgeted allocable amount towards CSR Activities due to which

the expenditure incurred on the CSR activities has been less than the limits prescribed under Companies Act, 2013.

During the year, the Company was unable to contribute Rs.8,44,896 (Rupees Eight Lakh Forty-Four Thousand and Eight Ninety-Six Only) out of the budgeted CSR expenditure.

Company tried very hard to find out suitable project for the actual need of society. Company wants to spent fund on CSR activities with a purpose to deliver maximum benefit to the society. The Company's endeavor will be to deploy the unspent fund in the next Financial Year on the identified projects in accordance with the prescribed limits.

8. The CSR Committee Responsibility Statement.

The CSR Committee hereby submits its responsibility statement that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company and the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules,2014.

**On behalf of the Board of Directors of
WONDER FIBROMATS LIMITED**

Harsh Kumar Anand
Chairman & Managing Director
(DIN:07508004)

**On behalf of the Board of Directors of
WONDER FIBROMATS LIMITED**

Jugal Kishore Chugh
Director
Chairman, CSR Committee
(DIN: 00053878)

Place: New Delhi
Date: July 18, 2020

W O N D E R
F I B R O M A T S L T D .

ANNEXURE-II

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
(as on the financial year ended on 31st March, 2020)

*[Pursuant to Section 92(3) of the Companies Act, 2013 and
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

I. REGISTRATION AND OTHER DETAILS:

CIN : L31900DL2009PLC195174

Registration Date : 13-10-2009

Name of the Company : **Wonder Fibromats Limited**
(Formally Known as Wonder Fibromats Pvt. Ltd.)

Category / Sub-Category of the Company : Company Limited by Shares/
Indian Non-Government Company

Address of the Registered Office and contact details : 45, Ground Floor, Phase-III,
Okhla Industrial Estate,
New Delhi-110020

Whether listed company : Yes

Name, Address and contact details of Registrar & Transfer Agents (RTA), if any : KFin Technologies Pvt. Ltd.
CIN: U72400TG2017PTC117649
Karvy Selenium Tower B,
Plot number 31 & 32,
Financial District Gachibowli,
Hyderabad-500 032
Contact No.+91-4067161595
Email: umeshpandey@kfintech.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated: -

Sl. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1.	Manufacturing of electrical Machinery and Apparatus	31	99.82%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	NONE				

IV. SHARE HOLDING PATTERN:

(Equity Share Capital Breakup as percentage of Total Equity)

i. Category – wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the Year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	60,12,900	Nil	60,12,900	97.75	6012900	Nil	6012900	71.79	(25.96)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):-	60,12,900	Nil	60,12,900	97.75	6012900	NIL	6012900	71.79	(25.96)
(2) Foreign									
(a)NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b) Other-Individuals	-	-	-	-	-	-	-	-	-
(c)Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)Banks/FI	-	-	-	-	-	-	-	-	-
(e)Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	6012900	Nil	6012900	97.75	6012900	Nil	6012900	71.79	(25.96)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-

f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Portfolio Investor	Nil	Nil	Nil	Nil	774400	Nil	774400	9.25	9.25
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others(specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	774400	Nil	774400	9.25	9.25
2. Non-Institutions									
a) Bodies Corp.	138600	Nil	138600	2.25	1116200	Nil	1116200	13.33	11.07
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	292800	0	292800	3.50	3.50
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6012900	0	6012900	97.75	176000	0	176000	2.10	(95.65)
c) Others (specify)									
- Non-Resident Indians	Nil	Nil	Nil	Nil	3200	Nil	3200	0.04	0.04
Sub-total (B)(2): -	6151500	Nil	6151500	100.00	1588200	Nil	1588200	18.96	(81.04)
Total Public Shareholding (B)=(B)(1) + (B)(2)	6151500	Nil	6151500	100.00	2362600	Nil	2362600	28.21	(71.79)
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	6151500	Nil	6151500	100	8375500	Nil	8375500	100.00	-

ii. Shareholding of Promoters:

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change In share holding during the year
		No. of Shares	% of total Shares of the	% of Shares Pledged /	No. of Shares	% of total Shares of the company	% of Shares Pledged /	

			compan y	encum bered to total shares			encumb ered to total shares	
1.	Mr. Yogesh Anand	987,300	16.05%	Nil	987,300	11.79%	Nil	(4.26)
2.	Mr. Yogesh Sahni	588,300	9.56%	Nil	588,300	7.02%	Nil	(2.54)
3.	Mr. Harsh Kumar Anand	978,300	15.90%	Nil	978,300	11.68%	Nil	(4.22)
4.	Mr. Jatin Anand	10,20,000	16.58%	Nil	10,20,000	12.18%	Nil	(4.4)
5.	Mr. Rohit Anand	512,250	8.33%	Nil	512,250	6.12%	Nil	(2.21)
6.	Mr. Karan Anand	512,250	8.33%	Nil	512,250	6.12%	Nil	(2.21)
7.	Mr. Siddhant Sahni	615,000	10%	Nil	615,000	7.34%	Nil	(2.66)
8.	Ms. Neerja Sahni	492000	8%	Nil	492000	5.87%	Nil	(2.13)
9.	Mr. Samarth Sahni	307500	5%	Nil	307500	3.67%	Nil	(1.33)

iii. Change in Promoters' Shareholding:

(Please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.					
	At the beginning of the year	6012900	97.75	6012900	97.75
	*Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	N. A	N.A.	N.A.	N.A.
	At the end of the year	6012900	71.79*	6012900	71.79*

**Note- On 6th August 2019- Company issued 22,24,000 equity shares of Rs.10 each at an issue price of 89 per share by way of Initial public Offer due to which % of shareholding of promoters got diluted at the end of the year.*

iv. Shareholding Pattern of top ten Shareholders:

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. no	Name of Shareholder	Shareholding at the beginning of the year		Transactions During the year			Cumulative shareholding during the year	
		No. of shares	% of total shares of the	Date of Transaction	Reason	No. of Shares	No. of shares	% of total shares of

Wonder Fibromats Limited
ELEVENTH ANNUAL REPORT 2019-2020

Annexure to Directors' Report

			company					the company
1.	Vespera Fund Limited							
				04/08/2019	IPO Allotment	774400	774400	9.25
	At the end of the year						774400	9.25
2.	Bhaijee Portfolio Ltd.							
				04/08/2019	IPO Allotment	112000	112000	1.34
				09/08/2019	Transfer	152000	264000	3.15
				16/08/2019	Transfer	20800	284800	3.40
				23/08/2019	Transfer	14400	299200	3.57
				30/08/2019	Transfer	1600	300800	3.59
				20/09/2019	Transfer	3200	304000	3.63
				27/09/2019	Transfer	1600	305600	3.65
				04/10/2019	Transfer	3200	308800	3.69
				11/10/2019	Transfer	-6400	302400	3.61
				18/10/2019	Transfer	1600	304000	3.63
				01/11/2019	Transfer	9600	313600	3.74
				22/11/2019	Transfer	4800	318400	3.80
				29/11/2019	Transfer	68800	387200	4.62
				13/12/2019	Transfer	3200	390400	4.66
				27/12/2019	Transfer	22400	412800	4.93
				24/01/2020	Transfer	1600	414400	4.95
				06/03/2020	Transfer	3200	417600	4.99
				20/03/2020	Transfer	9600	427200	5.10
				27/03/2020	Transfer	11200	438400	5.23
				31/03/2020	Transfer	3200	441600	5.27
	At the end of the year						441600	5.27
3.	Bhaijee Commodities Pvt. Ltd.							
				04/08/2019	IPO Allotment	300800	300800	3.59
	At the end of the year						300800	3.59
4.	Kanipakam Education Pvt. Ltd.							
				04/08/2019	IPO Allotment	83200	83200	0.99
				16/08/2019	Transfer	126400	209600	2.50
				22/11/2019	Transfer	-30400	179200	2.14
				06/03/2020	Transfer	-179200	0	0.00
				27/03/2020	Transfer	168000	168000	2.01
	At the end of the year						168000	2.01

5.	Mediment Global Tour and Travels Services LLP	138600	2.25	No change	-	-	138600	1.65
6.	Achintya Commodities Pvt. Ltd.							
				06/12/2019	Transfer	25600	25600	0.31
				20/12/2019	Transfer	1600	27200	0.32
				17/01/2020	Transfer	3200	30400	0.36
				28/02/2020	Transfer	6400	36800	0.44
				06/03/2020	Transfer	3200	40000	0.48
	At the end of the year						40000	0.48
7.	Aakash Kansal							
				22/11/2019	Transfer	17600	17600	0.21
				29/11/2019	Transfer	17600	35200	0.42
	At the end of the year						35200	0.42
8.	Kush Rakesh Kumar Gupta							
				20/09/2019	Transfer	131200	131200	1.57
				08/11/2019	Transfer	-6400	124800	1.49
				22/11/2019	Transfer	-16000	108800	1.30
				29/11/2019	Transfer	-80000	28800	0.34
				17/01/2020	Transfer	-1600	27200	0.32
	At the end of the year						27200	0.32
9.	Shailendra Bhaiya							
				30/08/2019	Transfer	25600	25600	0.31
	At the end of the year						25600	0.31
10.	Priyesh Gangwal HUF							
				04/08/2019	IPO Allotment	24000	24000	0.29
	At the end of the year						24000	0.29

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Yogesh Anand				
	At the beginning of the year	987300	16.05	987300	16.05

	*Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	987300	11.79*	987300	11.79*
2	Mr. Harsh Kumar Anand				
	At the beginning of the year	978300	15.90	978300	15.90
	*Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	978300	11.68*	978300	11.68*
3	Mr. Yogesh Sahni				
	At the beginning of the year	588300	9.56	588300	9.56
	*Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	588300	7.02*	588300	7.02*
4	Mr. Jatin Anand				
	At the beginning of the year	1020000	16.58	1020000	16.58
	*Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	1020000	12.18*	1020000	12.18*
5	Mr. Karan Anand				
	At the beginning of the year	512250	8.33	512250	8.33
	*Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	512250	6.12*	512250	6.12*
6	Mr. Rohit Anand				
	At the beginning of the year	512250	8.33	512250	8.33
	*Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	512250	6.12*	512250	6.12*
7	Mr. Siddhant Sahni				
	At the beginning of the year	615000	10.00	615000	10.00
	*Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	615000	7.34*	615000	7.34*
8	Mr. Neerja Sahni				
	At the beginning of the year	492000	8.00	492000	8.00
	*Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-

At the end of the year	492000	7.34*	492000	7.34*
------------------------	--------	-------	--------	-------

**Note- On 6th August 2019- Company issued 22,24,000 equity shares of Rs.10 each at an issue price of 89 per share by way of Initial public Offer due to which % of shareholding of promoters got diluted at the end of the year.*

V. INDEBTEDNESS: Indebtedness of the Company including interest Outstanding/ accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	206,766,454	257,56,000		23,25,22,454
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	206,766,454	257,56,000		23,25,22,454
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-		-
* Reduction	88,033,823	21256000	-	109289823
Net Change	88,033,823	21256000		-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	118,732,631	45,00,000		123,232,631
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	118,732,631	45,00,000		123,232,631

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Directors	----	----	---
1	Gross salary	1.Harsh Kumar Anand- [Managing Director]			18,00,000/-
		2. Yogesh Anand			18,00,000/-
		3. Yogesh Sahni			18,00,000/-
		4. Rohit Anand			18,00,000/-
		5. Jatin Anand			18,00,000/-
		6. Siddhant Sahni			18,00,000/-

		7. Karan Anand				18,00,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)					12,600,000

B. Remuneration to other directors: NIL

Sl.No.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		Nikita Aggarwal (CS)*	Kripank Kumar Singh (CS)**	CFO	Total
1	Gross salary:				

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	67,500	111,880	Nil	179,380
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	67,500	111,880	Nil	179,380

* Resigned w.e.f 16th August, 2019

** Appointed w.e.f. 12th November 2019

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/ punishments/ compounding of offences for breach of any Section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

For and on behalf of the Board of Directors
Wonder Fibromats Limited

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

Place: New Delhi

Date: August 18, 2020

W O N D E R
F I B R O M A T S L T D .

ANNEXURE -III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

SPECIAL NOTE ON CORONAVIRUS PANADEMIC

By mid of March 2020, the outbreak of Coronavirus (COVID-19) pandemic had rapidly spread throughout the world, including India causing significant disturbance and slowdown of economic activity. The Company has made committed efforts to support its business stakeholders, employees and service providers.

The company's manufacturing facilities were shut down from 23rd March, 2020 for 22 days which was a big setback since the Sale was affected in peak season. Not out of place to note that some quantities of raw material were lost (had to be scrapped) in process due to uncontrollable mid process conditions.

The Company is continuously monitoring the situation and taking necessary actions in response to the developments, to minimize the impact on the business of the Company. However, looking at the current situation in the Country where markets are still only opening up gradually, the company cannot predict any figures for the year. It would be fair to record that this year will be more for survival and not show any growth.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Over the last few years, the Indian consumer electricals has delivered strong and sustained growth driven by some significant trends. Rapid urbanization, growing disposable incomes, increasing propensity towards consumption, widening network of electrification in rural areas, expanding distribution, emerging credit culture and online availability of products are all factors that stimulate demand. It is expected that the share of consumption in the country's economic activity will increase over the next few years. Product availability has been supplemented by increasing premiumization to fulfill rising aspirations of our consumers that is in turn leading to more innovative products being introduced by leading players.

Currently, there is a huge untapped market in India with substantially low penetration for our products, especially in the rural areas. Growing consumption in emerging rural areas holds great potential for expanding demand for our products.

In addition, the government has introduced several incentive schemes for manufacturing in the sector, including those covering interest subvention and credit guarantee. The objective is to eliminate licensing and reservation, and introduce various incentive packages.

Despite such inherent positives, the last six months have shown weakness correlated with the economic slowdown and deceleration in consumption. The overall demand during this period has been much less than the last year and the production has also been affected due to labour shortages.

However, going forward, as India moves towards a formal economic structure, it is expected that demand will recover driven by a shift towards organized players. Consumer durables are no longer considered luxury items, instead as necessities. We cater to the nationwide

brands which have a diversified, high quality product portfolio, service orientation and deep distribution; as such we would likely benefit from this.

OPPORTUNITIES

- The Company has invested significantly and the new facility in Hyderabad should be ready by November 2020. We had planned entry into new product categories but the same has been delayed by almost 6-8 months.
- Consumer centric organisation with emphasis on quality, innovation, R&D and new product development.
- Comprehensive product portfolio in our line catering to the mass consumption market in India.
- Strong execution track record and demonstrated ability to grow competitively and profitability
- Experienced management team with strong understanding of the business complexities.

THREATS

Economic uncertainty: Based on the current and future market environment, the demand can be volatile. During initial months of 2020, the outbreak of Coronavirus (COVID-19) pandemic had spread throughout the world causing significant disturbance and slowdown of economic activity. Consequently, the governments and WHO has directed strict mobility limitations and production facility shutdowns during that period. These actions led to abrupt disruptions across transportation regime and supply chains of global industry markets.

Competitive activity: Competition in the Fan industry is intense and competitive activity is likely to remain high in the foreseeable future.

Technology Disruptions: The weather conditions in the country and supply chain facility, resulting in an unpredictable price fluctuation and speculative trades in the raw material. Fluctuating prices of the raw material owing to inconsistency in supply chain and high dependency on climatic conditions are considered as market risk.

SEGMENT-WISE OR PRODUCT WISE PERFORMANCE

As the Group has identified manufacturing/dealing/trading of ceiling fans, exhaust fans, pedestal fans & BLDC fans as its sole primary business segment, the disclosure requirements of Accounting Standard 17 – “Segment Reporting”, issued by the Institute of Chartered Accountants of India are not applicable. In the opinion of the management there does not exist separate reportable geographical segment.

OUTLOOK

The Company remain agile by having a good understanding of macroeconomic trends and changes in consumer preferences and adjusting the portfolio and processes accordingly, offering innovation and choice. The Company is focusing on Six Sigma, TPM, lean manufacturing, etc at its plants. The manufacturing excellence system acts as an enabler for

Industry 4.0, providing real-time factory data. Efforts on innovation, R&D and product development will continue to be made in order to roll out differentiated offerings in a competitive industry bringing in artificial intelligence and machine learning to build products that communicate with consumers. Various initiatives towards capability building like strengthening Go-To-Market process, accelerating digitalization, institutionalizing PLM (product lifecycle management) and other initiatives like finance transformation are underway

RISKS & CONCERNS

Volatility in input costs and foreign exchange continues to remain a risk coupled with general slowdown in the economy. The market is highly fragmented with the presence of numerous small and large manufacturers who compete in terms of prices and quality. In today's complex business environment almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Timely and effective risk management is of prime importance to our continued success.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains an adequate and effective Internal Control System, equivalent with its size and complexity. It believes that these systems provide, among other things, a reasonable assurance that transactions are executed with management authorization. It also ensures that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles, along with the assets of the Company being adequately safeguarded against significant misuse or loss. This is supplemented through an extensive internal audit programme and periodic review by the management and the Audit Committee.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company's financial performance for the year ended 31st March, 2020 is summarized below:

Particulars	2019-20	2018-19
Total Income	297.81	309.56
Expenditure (before depreciation & Amortization Exp.)	288.99	298.86
Operating Profit	8.82	10.70
<i>Less:</i>		
Depreciation & Amortization Expenses	3.25	2.59
Profit before Tax	5.57	8.11
Tax Expenses:		
a) Current year	1.03	1.63
b) Deferred Tax	.10	0.34
Profit after Tax for the year	4.44	6.14
Basic EPS (Rs.)	5.30	9.98

Diluted EPS (Rs.)	5.30	9.98
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MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

The Company's relations with the employees continued to be cordial and harmonious with its employees. It considers manpower as its assets and that people had been driving force for growth and expansion of the Company. The Company acknowledge that its principal assets is it employees. The Company has continued its efforts in building a diverse and inclusive workforce.

The total number of employees on roll in the Company as on 31st March, 2020, including factory workmen, was 85. The Company will continue to create opportunity and ensure recruitment of diverse candidates without compromising on meritocracy.

KEY FINANCIAL RATIOS

The Key Financial Ratios during Financial Year 2020 vis-à-vis Financial Year 2019 are as below:

Particulars	Financial Year 2019-20	Financial Year 2018-19
Debtors Turnover	3.29	3.61
Inventory Turnover	12.12	18.54
Current Ratio	1.12	0.97
Interest Coverage Ratio	4.88	6.10
Debt Equity Ratio	3.08	5.52
Operating Profit Margin	2.37	3.16
Net Profit Margin	1.50	2.00
Return on Net Worth	10.37	30.67

The below mentioned Key Financial Ratios has got a significant change i.e. a change of 25% or more as compared to Financial Year 2019.

Detailed explanations related to % change in Key Financial Ratios are given as under:

Inventory Turnover: In the last quarter, purchases were made as usual as per the orders in hand, however goods could not be dispatched/ manufactured due to Lock Down in the Nation.

Debt Equity Ratio: During the Financial Year 2019-20, Company raised fund by way of an IPO, hence equity participation in the business increased substantially. Accordingly, this ratio has been improved

Operating Profit Margin Ratio: During the Financial Year 2019-20, Company could not achieve the targeted sales due to Covid-19 lockdown effects in the last quarter of Financial Year resulting lower profits. Hence this ratio got reduced.

Net Profit Margin Ratio: During the Financial Year 2019-20, Company could not achieve the targeted sales due to Covid-19 lockdown effects in the last quarter of Financial Year resulting to lower profits as compared to the targeted one. Hence this ratio got reduced.

Return on Net Worth: During the Financial Year 2019-20, Company raised the Funds through IPO which has increased the shareholders' funds substantially. Further due to Covid-19 pandemic situation in the last quarter of financial year, targeted sales could not be achieved resulting lower profit margins. Due to these reasons, return on net worth is low compared to the last year.

CAUTIONARY STATEMENT

Statement in this report describing the Company's objectives projections estimates and expectation may constitute "forward looking statement" within the meaning of applicable laws and regulations. Forward looking statements are based on certain assumption and expectations of future events. These Statements are subject to certain risk and uncertainties. The Company cannot guarantee that these assumption and expectations are accurate or will be realized. The actual results may different from those expressed or implied since the Company's operations are affected by many external and internal factors which are beyond the control of the management.

Hence the Company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments information or events.

For and on behalf of the Board of Directors
Wonder Fibromats Limited

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

Place: New Delhi
Date: August 18, 2020

ANNEXURE – IV

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

1. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) The ratio of remuneration of each director to the median remuneration of employees for the Financial Year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year:

Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration*	Percentage Increase
1	Harsh Kumar Anand	Chairman & Managing Director	Remuneration	6.17:1	Nil
2	Yogesh Anand	Executive Director & CFO	Remuneration	6.17: 1	Nil
3	Yogesh Sahni	Executive Director	Remuneration	6.17: 1	Nil
4	Rohit Anand	Executive Director	Remuneration	6.17: 1	Nil
5	Karan Anand	Executive Director	Remuneration	6.17: 1	Nil
6	Jatin Anand	Executive Director	Remuneration	6.17: 1	Nil
7	Siddhant Sahni	Executive Director	Remuneration	6.17: 1	Nil
8	Neerja Sahni	Executive Director	Nil	N.A.	Nil
9.	Nikita Agarwal*	Company Secretary & Compliance Officer	Remuneration	N.A.	Nil
10	Kripank Kumar Singh**	Company Secretary & Compliance Officer	Remuneration	N.A.	Nil

9	Sunil Malhotra***	Non-Executive Independent Director	Nil	-	Not Applicable
10	Parveen Chand Khanna***	Non-Executive Independent Director	Nil	-	Not Applicable
11	Jugal Kishore Chugh***	Non-Executive Independent Director	Nil	-	Not Applicable
12	Amarbir Singh Bhatia***	Non-Executive Independent Director	Nil	-	Not Applicable

* Resigned w.e.f 16th August, 2019

** Appointed w.e.f. 12th November 2019

*** During the year under review, all the Non-Executive Independent Directors of the Company were not paid any amount for attending the Board Meeting and other Committees Meetings. Hence, the ratio of remuneration of all Non-Executive Independent Directors to the median remuneration of employees are not applicable on the company.

b) The percentage increase in the median remuneration of employees in the financial year:

The median remuneration of the employees in current financial year was increased by 22.10% over the previous financial year.

c) The number of permanent employees on the rolls of the Company:

85 permanent Employees as on 31st March, 2020.

d) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The Average salary of employees was increased by 11.54%. Whereas remuneration of the executive directors was not increased. The remuneration paid to executive directors were within the limit as per approved by the shareholders of the Company.

e) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

2. Disclosure in terms of Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

There was no employee who has drawn salary as mentioned in the aforesaid rule.

**For and on behalf of the Board of Directors
Wonder Fibromats Limited**

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

Place: New Delhi

Date: August 18, 2020

W O N D E R
F I B R O M A T S L T D .

ANNEXURE-V

Form No. MR-3
Secretarial Audit Report
For the Financial Year Ended on March 31st, 2020
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
WONDER FIBROMATS LIMITED
45, Ground Floor, Okhla Industrial Estate,
Phase-III, New Delhi-110020

I have conducted the Secretarial Audit of the compliance of Applicable Statutory Provisions and the adherence to good corporate practices by **WONDER FIBROMATS LIMITED (CIN: L31900DL2009PLC195174)** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. It is further stated that in view of COVID-19 Pandemic situation and the Government guidelines issued in respect thereof, we have also relied up on the scanned documents and other papers in digital/electronic mode submitted to us by the official of the Company.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and provided either as hard copies or scanned copies by email or through permitted access to the Company's in-house portal and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of Secretarial Audit, I hereby report that in my opinion, during the audit period, the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereunder.

I have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31st, 2020 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; as applicable. *(Not Applicable to the Company during the Audit Period)*
- (v) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

- (vi) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;
- (vii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the audit period under review, provisions of the following Acts / Regulations were not applicable to the Company:

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008-

I further report that, the Company has identified the following other laws as specifically applicable to the Company namely: -

- (a) The Goods and Service Tax (GST)
- (b) Companies (Prospectus and Allotment of Securities) Rules 2014
- (c) The Factories Act, 1948;
- (d) Acts prescribed under prevention and control of pollution;
- (e) Acts prescribed under Environmental protection;
- (f) Acts as prescribed under Direct Tax and Indirect Tax
- (g) The Employees Provident Fund & misc. Provisions Act
- (h) The Child Labour (Prohibition and Regulation) Act, 1986
- (i) Acts as prescribed under Shops and Establishment Act of various local authorities.
- (j) Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013
- (k) Covid-19 Guidelines

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited Emerge (NSE Emerge) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended till date.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above subject to the following observations:

The Company has spent an amount of Rs. 1,258,211/- against the amount of Rs. 2,103,107/- (including unspent amount of Rs. 404,027 for Financial Year 2018-2019) to be spent during the year towards Corporate Social Responsibility.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to Schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, if any and a system exists for seeking and obtaining Further Information and Clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

I further report that during the audit period, there was no instances of:

1. Right/Preferential issue of Shares/Debentures/Sweat Equity.
2. Redemption/Buy Back of Securities.
3. Major decision taken by the members in pursuance to section 180 of the Companies Act, 2013.
4. Merger/Amalgamation/Reconstruction, etc.
5. Foreign Technical Collaboration.

I further report that during the audit period, the Company has done the following transactions in due compliance with the applicable provisions of the Act:

1. Company has passed the Special Resolution by Postal Ballot for the “Continuation of Current Appointment of Mr. Harsh Kumar Anand as Managing Director of the Company.”

**For Rubina Vohra & Associates
Company Secretaries**

Sd/-
(Rubina Vohra)
Proprietor

Place: Noida
Date: 18th August 2020

FCS No: 9277
CP No: 10930
UDIN: **F009277B000594059**

{This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.}

‘Annexure A’

To,
The Members,
WONDER FIBROMATS LIMITED
45, Ground Floor, Okhla Industrial Estate,
Phase-III, New Delhi-110020

Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of Financial Statements and Books of Accounts of the Company.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedure on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Rubina Vohra & Associates
Company Secretaries**

Sd/-
(Rubina Vohra)
Proprietor

Place: Noida
Date: 18th August 2020

FCS No: 9277
CP No: 10930
UDIN: **F009277B000594059**

ANNEXURE – VI

WONDER FIBROMATS LIMITED

(FORMERLY KNOWN AS “WONDER FIBROMATS PRIVATE LIMITED”)

NOMINATION AND REMUNERATION POLICY

1. Introduction

The Nomination & Remuneration Policy (“**Policy**”) of Wonder Fibromats Limited (Wonder” or “**Company**”) is formulated under the requirements of applicable laws, including the Companies Act, 2013 as amended from time to time with prior recommendation of Nomination and remuneration committee and approved by board of directors of the company.

The Policy is intended to set out criteria to pay equitable remuneration to the Directors, Key Managerial Personnel (KMP), senior management (as defined below) and other employees of the Company and to harmonise the aspirations of human resources with the goals of the Company.

2. Objective and Purpose

The objectives and purpose of this Policy are:

- i. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a director (executive/non-executive/independent) of the Company (“**Director**”); and
- ii. To recommend policy relating to the remuneration of the Directors, KMP and Senior Management to the Board of Directors of the Company (“**Board**”).

This includes reviewing and approving corporate goals and objectives relevant to the compensation of the executive Directors, evaluating their performance in light of those goals and objectives and either as a committee or together with the other independent Directors (as directed by the Board), determine and approve executive Directors’ compensation based on this evaluation; making recommendations to the Board with respect to KMP and Senior Management compensation subject to the approval of board.

3. Definitions

- a. ‘**Board**’ means Board of Directors of the Company.
- b. ‘**Directors**’ means a person as defined in section 2(34) of Companies Act, 2013 and presently appointed as directors of the Company.
- c. ‘**Committee**’ means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable Listing Regulations.
- d. ‘**Company**’ means Wonder Fibromats Limited.

e. **'Independent Director'** means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.

f. **'Key Managerial Personnel (KMP)'** means-

- a) the Managing Director or Chief Executive Officer or manager
- b) Whole-time Director
- c) the Company Secretary
- d) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- e) Any other person as defined under the Companies Act, 2013 from time to time

g. **'Senior Management'** means officers/personnel of the Company who are members of its core management team. The core management team includes Chief Executive Officer, Managing Director & Whole-time Director, Head-HRD, Chief Financial Officer and Company Secretary.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013.

4. Constitution of the Nomination and Remuneration Committee

The Board has constituted the "Nomination and Remuneration Committee" of the Board on 30th July 2018. This is in line with the requirements under the Companies Act, 2013 ("Act"). This Policy and the Nomination and Remuneration Committee Charter are integral to the functioning of the Nomination and Remuneration Committee and are to be read together.

The Board has authority to reconstitute this Committee from time to time.

5. General

This Policy is divided in three parts: -

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and removal of Directors, KMP and Senior Management; and

Part – C covers remuneration for Directors, KMP and Senior Management

Part – A

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

- i) formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel, Senior Management Personnel of the Company;
- ii) formulate the criteria for evaluation of performance of independent directors and the board of directors;
- iii) devising a policy on diversity of board of directors;
- iv) identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal; and
- v) determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- vi) recommend to the board, all remuneration, in whatever form, payable to senior management.

PART – B

Policy for appointment and removal of Directors, KMP and Senior Management

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person identified for appointment as Director, KMP or Senior Management and recommend to the Board his/her appointment.
2. A person to be appointed as Director, KMP or Senior Management should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
3. The Company shall not appoint or continue the employment of any person as Managing Director, Whole Time Director who has attained the age of Seventy years and. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice

for such motion indicating the justification for extension of appointment beyond seventy years.

4. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.

(b) Term / Tenure

1. Managing Director / Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

(c) Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

(d) Retirement

The Directors, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Directors, KMP and Senior Management in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

PART – C

Policy relating to the remuneration for Directors, KMP and Senior Management Personnel

(a) General

1. The remuneration / compensation / commission etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director/Whole-time Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director/ Whole-time Director.
4. Where any insurance is taken by the Company on behalf of its Directors, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(b) Remuneration to KMP and Senior Management

The pay program for KMP and Senior Management has been designed around three primary pay components: Base/Fixed Pay, Performance Bonus and Stock Incentives. These three components together constitute the “Total Rewards” of the KMP and Senior Management.

1. Base/ Fixed pay: The Executive Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders. The monthly remuneration of Senior Management Personnel shall be as per the policy of the Company duly approved by the Committee.

2. Performance Bonus: Cash bonus, payable on the achievement of objective and quantifiable key performance indicators (KPI) as established by the Committee.

The total rewards for KMP and Senior Management is designed to ensure their continued alignment with organizational goals. The Committee aims to ensure that KMP and Senior Management pay is reflective of market pay, consisting of a mix of base/ fixed pay, performance bonus and stock incentives. The emphasis on stock incentives ensures alignment with shareholders' interests, through a continued focus on the Company's sustainable, long term performance.

(c) Remuneration to other employees

The compensation for other employees would be as per the compensation policy of the Company, as revised through the annual compensation review process from time to time and approved by the board in consultation with the Head- HR.

(d) Minimum remuneration to Whole-time Directors

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Directors in accordance with the provisions of Schedule V of the Companies Act, 2013.

(e) Provisions for excess remuneration

If any Executive Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the approval required under the Act, he/ she shall refund such sums to the Company as prescribed under the Act and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless approved by the shareholder as prescribed under the Act.

(f) Remuneration to Non-Executive / Independent Directors

- i. **Remuneration:** The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made thereunder and listing regulations.
- ii. **Stock incentive:** The Independent Directors shall not be entitled to any stock incentive of the Company.
- iii. **Sitting Fees:** The Non-Executive/ Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- iv. **Commission:** The Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act and as per the criteria approved by the Board from time to time. The Board of Directors will fix the Commission payable to Directors on the basis of number of Board/Committee meetings attended during the year, Chairmanships of Committees and based on contribution and participation of Directors of the Company and their involvement in Company's strategic matters.

6. BOARD DIVERSITY

The Board shall have an optimum composition of directors related to gender, age, expertise from different fields i.e Finance, Law, Management, Sales, Marketing or any other areas related

to the Company's business. The balance of Skills and experience along with diversity of thought, knowledge and perspective and gender will help the Company in attainment of its objectives.

7. Review and Amendment

(a) This Policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder.

(b) In case of any subsequent changes in the provisions of the Companies Act, 2013 which makes any of the provisions in the policy inconsistent with the Act, then the provisions of the Act would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

(c) This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification to the policy as recommended by the Committee would be placed before the Board of Directors for their approval.

----- *END OF POLICY* -----

W O N D E R
FIBROMATS LTD.

Independent Auditors' Report

**To The Members of
Wonder Fibromats Limited**

Report on the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Wonder Fibromats Limited** (the Company), which comprise the Balance Sheet as at **31st March, 2020**, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March'2020, the statement of profit/loss account and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibility for Standalone Financial Statements

The Company's Board of directors is responsible for the matter stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position and financial performance of the Company and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent' and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditors' Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's director, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Other Matters Paragraph

1. Company has not provided requisite disclosures in the financial statements as required U/s 22 of The Micro, Small and Medium Enterprises Development Act, 2006.
2. Scope Limitation due to COVID 19

The opinion expressed in the present report is based on the limited information, facts and inputs made available to us through electronic means by the management. We wish to highlight that due to the COVID 19 induced restrictions on physical movement and strict timelines, the audit team could not visit the company at year end for undertaking the required audit procedures as prescribed under ICAI issued Standards on Auditing, including but not limited to:

- Physical verification of cash, inventory at year end.
- Examination of the physical verification process of fixed assets records at the year end.

Our opinion is not modified in respect of above matter.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. In our opinion, the aforesaid standalone financial statements comply with Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

e. On the basis of the written representations received from the directors as on March 31, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of Section 164(2) of the Act;

f. The company has adequate internal financial controls over financial reporting of the Company and such controls are effective.

g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

(i) The Company does not have any pending litigation which would impact its financial position in its financial statements;

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For AYK & Associates

Chartered Accountants

(Registration No. 018591C)

CA Yogesh Kumar

M.Com, LL.B., FCA, DISA (ICAI)

Partner

(Membership No. 403036)

UDIN:20403036AAAACM3102

Place: New Delhi

Date: 31.07.2020

W O N D E R
F I B R O M A T S L T D .

Annexure to the Auditor's Report

The Annexure referred to in our report to the members of **Wonder Fibromats Limited** ('the Company') for the year ended **31st March, 2020**. We report that:

1. (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(ii) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(iii) The title deeds of immovable properties are held in the name of the company.
2. As explained to us, physical verification has been conducted by the management at reasonable intervals in respect of inventory. In our opinion, the frequency of such verification is reasonable.
3. During the year under audit, the company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships and other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Hence Clause 3 (iii) (a), (b) and (c) of the said order are not applicable to the company.
4. Company has not provided any Loans, investment, guarantee or security to any person covered U/s 185 and 186 hence this clause is not applicable for the year 2019-20.
5. According to the information and explanation given to us, the Company has not accepted any deposit from the public.
6. Company is required to maintain cost records under section 148(1) of the Act and the same has been maintained by the Company.

7. According to the information and explanation given to us in respect of statutory dues:
- (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities, whichever is applicable.
- (b) According to the information and explanations given to us, there are no over dues of Income Tax or Sales Tax or Excise duty or Wealth Tax or Service Tax or duty of Custom or duty of excise or value added tax or cess is pending for deposit due to any dispute with the authorities.
8. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
9. According to the records of the Company examined by us and the information and explanations given to us, during the year, company has raised money by way of Initial Public Offer. Company issued 2224000 Equity Shares of Rs 10/- Each at the price of Rs. 89/- per share including Rs 79/- Share Premium per Share. Term loans taken during the year were applied for the purposes for which those are raised.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. Company is not a Nidhi Company; hence this clause is not applicable.
13. According to the records of the Company examined by us and the information and explanations given to us, transactions made with Related Parties are in compliance with Section 188.

14. According to the records of the Company examined by us and the information and explanations given to us, during the year Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
15. According to the records of the Company examined by us and the information and explanations given to us, during the year Company has not entered into any non-cash transaction with Directors or person connected with them as per the provisions of Section 192.
16. According to the information and explanations given to us, Company is not required to be registered U/s 45-IA of The Reserve Bank of India Act-1934.

For AYK & Associates

Chartered Accountants

(Registration No. 018591C)

CA Yogesh Kumar

M.Com, LL.B., FCA, DISA (ICAI)

Partner

(Membership No. 403036)

UDIN:20403036AAAACM3102

Place: New Delhi

Date: 31.07.2020

W O N D E R
F I B R O M A T S L T D .

WONDER FIBROMATS LIMITED

REGD OFFICE: 45 OKHLA INDUSTRIAL ESTATE, PHASE-III, NEW DELHI-110020

CIN:- L31900DL2009PLC195174

BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
		Amount (₹)	Amount (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	83,755,000	61,515,000
(b) Reserves and Surplus	2	344,667,910	138,610,774
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	3	12,669,780	16,692,840
(b) Deferred Tax Liabilities (Net)	4	2,033,801	1,011,180
(3) Current Liabilities			
(a) Short-Term Borrowings	5	113,751,517	204,508,685
(b) Trade Payables	6	1,152,788,403	819,932,663
(c) Other Current Liabilities	7	6,064,046	11,871,821
(d) Short-Term Provisions	8	33,684,891	50,033,713
TOTAL		1,749,415,347	1,304,176,676
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	9	233,852,468	249,150,104
(ii) Capital work-in-Progress		47,284,608	-
(b) Other Non-Current Assets	10	6,283,102	-
(2) Current Assets			
(a) Inventories	11	296,418,209	191,309,547
(b) Trade Receivables	12	994,387,693	804,625,083
(c) Cash & Cash Equivalents	13	87,429,696	2,419,995
(d) Short-Term Loans and Advances	14	8,979,354	5,793,993
(e) Other Current Assets	15	74,780,219	50,877,954
TOTAL		1,749,415,347	1,304,176,676

The accompanying notes 1 to 25 are an integral part of the financial statements

This is the Balance Sheet referred to in our Report of even date.

For A Y K & ASSOCIATES

FRN NO- 018591C

CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF

WONDER FIBROMATS LIMITED**(CA YOGESH KUMAR)**

M. Com, LL.B., FCA, DISA(ICAI)

Partner

Membership No. : 403036

HARSH KUMAR ANAND

(Chairman & Managing Director)

DIN: 00312438

YOGESH ANAND

(Chief Financial Officer)

PAN: AAEP6561A

PLACE: NEW DELHI**DATED: 31.07.2020****KRIPANK KUMAR SINGH**

(Company Secretary)

PAN:EYKPS9043D

WONDER FIBROMATS LIMITED

REGD OFFICE: 45 OKHLA INDUSTRIAL ESTATE, PHASE-III, NEW DELHI-110020

CIN:- L31900DL2009PLC195174

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2020

Sr. No	Particulars	Note No.	Figures for the current reporting period	Figures for the previous reporting period
			Amount (₹)	Amount (₹)
I	Revenue from Operations	16	2,972,732,562	3,093,121,794
II	Other Income	17	5,380,432	2,553,924
	III. Total Revenue (I +II)		2,978,112,994	3,095,675,718
IV	Expenses:			
	Cost of materials consumed	18	2,123,137,305	2,517,666,674
	Purchase of Stock in trade		292,013,518	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade (Acretion)	19	(37,816,076)	(29,378,827)
	Manufacturing Expenses	20	334,372,407	346,103,520
	Employee benefits Expenses	21	132,737,185	115,097,026
	Financial Cost	22	14,988,370	16,763,948
	Administrative & Selling Expenses	23	30,476,122	22,436,207
	Depreciation and Amortization Expenses	9	32,469,284	25,900,682
	Total Expenses (V)		2,922,378,114	3,014,589,230
VI	Profit before exceptional and extraordinary items and tax (IV-V)		55,734,880	81,086,488
VII	Exceptional Items		-	-
VIII	Profit before extraordinary items and tax (VI + VII)		55,734,880	81,086,488
IX	Extraordinary Items		-	-
X	Profit before tax (VIII - IX)		55,734,880	81,086,488
XI	Tax expenses:			
	(1) Current Tax			13,968,928
	Less:- Excess Provision in Previous year		10,294,151	<u>36,74,776</u>
	(2) Deferred Tax Liabilities/(Assets)	4	1,022,621	3,412,024
XII	Profit(Loss) after Tax (X-XI)		44,418,108	61,383,915
XIII	Earning per equity share:			
	(1) Basic		5.30	9.98
	(2) Diluted		5.30	9.98

The accompanying notes 1 to 25 are an integral part of the financial statements

This is the Profit & Loss Statement referred to in our Report of even date.

For A Y K & ASSOCIATES
FRN NO- 018591C
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF
WONDER FIBROMATS LIMITED

(CA YOGESH KUMAR)
M. Com, LL.B., FCA, DISA(ICAI)
Partner
Membership No. : 403036

HARSH KUMAR ANAND
(Chairman & Managing Director)
DIN: 00312438

YOGESH ANAND
(Chief Financial Officer)
PAN: AAEP6561A

PLACE: NEW DELHI
DATED: 31.07.2020

KRIPANK KUMAR SINGH
(Company Secretary)
PAN:EYKPS9043D

WONDER FIBROMATS LIMITED

REGD OFFICE: 45 OKHLA INDUSTRIAL ESTATE, PHASE-III, NEW DELHI-110020

CIN:- L31900DL2009PLC195174

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2020

S. No.	Particulars	As at	As at
		March 31, 2020	March 31, 2019
		Amount (₹)	Amount (₹)
I	<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>		
	Profit before Tax and exceptional items (Adjustment to reconcile profit before tax to cash generated by operating activities)	55,734,880	81,086,488
	Depreciation	32,469,284	25,900,682
	Pre operative Expenditure written off during the year	-	63,363
	Increase/(Decrease) in Trade Payables	332,855,740	90,118,537
	Increase/(Decrease) in Other Current Liabilities	(5,807,775)	-
	Increase/(Decrease) in Short-Term Provisions	(30,720,313)	(21,949,508)
	Decrease/(Increase) in Trade Receivables	(189,762,609)	91,813,150
	Decrease/(Increase) in Short Term Loan & Advances	(3,185,361)	(5,035,804)
	Decrease/(Increase) in Other Current Assets	(19,824,924)	11,165,593
	Decrease/(Increase) in Inventories	(105,108,662)	(51,862,111)
	Net Cash Generated from Operating Activities	66,650,258	221,300,390
II	<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
	Purchase of Fixed Assets	(38,014,981)	(119,621,032)
	Sale/Decrease of Fixed Assets	20,843,334	-
	Decrease/(Increase) in Capital Work in Progress	(47,284,608)	-
	Decrease/(Increase) in Other Non- Current Assets	(6,283,102)	-
	Net Cash used in Investing Activities	(70,739,357)	(119,621,032)
III	<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
	Increase/(Decrease) in Share Capital	22,240,000	-
	Increase/(Decrease) in Long-Term Borrowings	(4,023,060)	5,222,421
	Increase/(Decrease) in Short-Term Borrowings	(90,757,168)	(106,165,276)
	Increase/(Decrease) in Reserve & Surplus	161,639,028	-
	Net Cash used in Financing Activities	89,098,799	(100,942,854)
IV	Net Increase/(decrease) in Cash & Cash Equivalents	85,009,701	736,504
V	Cash & Cash Equivalents at the beginning of the period	2,419,995	1,683,491
VI	Cash & Cash Equivalents at the end of the period	87,429,696	2,419,995

The accompanying notes 1 to 25 are an integral part of the financial statements

This is the Cash Flow Statement referred to in our Report of even date.

FOR A Y K & ASSOCIATES

FRN NO- 018591C

CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF

WONDER FIBROMATS LIMITED**(CA YOGESH KUMAR)**

M. Com, LL.B., FCA, DISA(ICAI)

Partner

Membership No. : 403036

HARSH KUMAR ANAND

(Chairman & Managing Director)

DIN: 00312438

YOGESH ANAND

(Chief Financial Officer)

PAN: AAEP6561A

PLACE: NEW DELHI**DATED: 31.07.2020****KRIPANK KUMAR SINGH**

(Company Secretary)

PAN: EYKPS9043D

WONDER FIBROMATS LIMITED

Forming part of Balance Sheet as at 31st March'2020

Note No. 1-Share Capital

A. Details of Authorised, issued and paid up share capital

<u>Share Capital</u>	As at 31 March 2020		As at 31 March 2019	
	Number	Amount (₹)	Number	Amount (₹)
<u>Authorised</u> Equity Shares	10,000,000	100,000,000	10,000,000	100,000,000
<u>Issued, Subscribed & fully Paid up</u> Equity Shares	8,375,500	83,755,000	6,151,500	61,515,000
<u>Par value per equity shares</u>	1	10	1	10
<u>Subscribed but not fully Paid up</u> Equity Shares of Rs. 10 each fully paid	-	-	-	-
Total	8,375,500	83,755,000	6,151,500	61,515,000

B. Reconciliation of shares outstanding at the beginning and at the end of the reporting period

<u>Particulars</u>	Equity Shares			
	As at 31 March 2020		As at 31 March 2019	
	Number	Amount (₹)	Number	Amount (₹)
Shares outstanding at the beginning of the period	6,151,500	61,515,000	2,050,500	20,505,000
Shares Issued during the period	2,224,000	22,240,000	4,101,000	41,010,000
Shares bought back during the period	-	-	-	-
Any other movement (please specify)	-	-	-	-
Shares outstanding at the end of the period	8,375,500	83,755,000	6,151,500	61,515,000

C. Details of share holders holding more than 5% shares in the company

<u>Name of Shareholders</u>	Equity Shares			
	As at 31 March 2020		As at 31 March 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Yogesh Anand	987,300	11.79%	987,300	16.05%
Harsh Kumar Anand	978,300	11.68%	978,300	15.90%
Yogesh Sahni	588,300	7.02%	588,300	9.56%
Jatin Anand	1,020,000	12.18%	1,020,000	16.58%
Rohit Anand	512,250	6.12%	512,250	8.33%
Karan Anand	512,250	6.12%	512,250	8.33%
Siddhant Sahni	615,000	7.34%	615,000	10.00%
Neerja Sahni	492,000	5.87%	492,000	8.00%
Samarth Sahni	307,500	3.67%	307,500	5.00%
Public Share Holding	2,224,000	26.55%	-	0.00%
Others	138,600	1.65%	138,600	2.25%
Total	8,375,500	100%	6,151,500	100%

D. Rights, preferences and restrictions attached to the ordinary shares

The ordinary shares of the company having par value of Rs. 10 each per share rank *pari passu* in all respect including voting rights and entitlement to dividend.

FOR AND ON BEHALF OF
WONDER FIBROMATS LIMITED

PLACE: NEW DELHI
DATED: 31.07.2020

HARSH KUMAR ANAND
(Chairman & Managing Director)
DIN: 00312438

YOGESH ANAND
(Chief Financial Officer)
PAN: AAEP6561A

KRIPANK KUMAR SINGH
(Company Secretary)
PAN: EYKPS9043D

WONDER FIBROMATS LIMITED

Forming part of Balance Sheet as at 31st March'2020

Note No. 2 - Reserves & Surplus

Reserves & Surplus	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
a). Securities Premium Reserve		
Security Premium Received through IPO	175,696,000	-
Less:- Expenditure incurred for IPO	14,056,972	
(2224000 Equity Shares issued through IPO at Rs. 89 each(including premium of Rs. 79 each)	161,639,028	-
b). Surplus i.e. balance in Statement of Profit and Loss account		
Opening balance	138,610,774	118,236,859
(+) Net Profit/(Net Loss) for the current period	44,418,108	61,383,915
Closing Balance	183,028,882	179,620,774
Less: Bonus Share issued to existing shareholders	-	41,010,000
	183,028,882	138,610,774
Total	344,667,910	138,610,774

Note No. 3 -Long Term Borrowings

Long Term Borrowings	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Secured		
(a) Term Loans from Banks		
-HDFC Bank A/C - 83506303	12,253,200	15,925,893
(b) Car Loan from Banks	416,580	766,948
Total	12,669,780	16,692,840

- Note:-** 1. Company has taken term loan from HDFC Bank which is secured against hypothecation of stock, book debts, Plant & Machinery & EQM of factory's Land & Building & Personal Guarantee of Directors.
2. Rate of Interest on Term Loan from HDFC Bank is 10.00% P.A which change time to time based on PLR
3. Company has also taken car loan from Axis Bank for 36 months @ 9.10% & 8.75% P.A. and from Yes Bank for 37 months @ 10.05% P.A.

Note No. 4 -Deferred Tax Liabilities

Deferred Tax Calculation	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Depreciation as per Income Tax Act	36,145,132	39,526,975
Depreciation as per Books	32,469,284	25,900,682
Net timing difference on a/c of Depreciation Assets	3,675,848	13,626,293
Deferred Tax Liabilities/(Assets) during the period	1,022,621	3,412,024
Opening Balance of Deferred Tax Liabilities/(Assets)	1,011,180	(2,400,844)
Total	2,033,801	1,011,180

Note No. 5-Short Term Borrowings

Short Term Borrowings	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
(a) Working Capital Limit (Secured)		
-HDFC Bank	3,188,666	84,072,437
(b) Other		
-Loan from Related Parties	4,500,000	25,756,000
-Discounting of Bills of Exchange against LC	106,062,851	94,680,248
Total	113,751,517	204,508,685

- Note:-** 1. Company has taken WC limit from HDFC Bank which are secured against hypothecation of stock, book debts, Plant & Machinery & EQM of factory's Land & Building & Personal Guarantee of Directors.
2. Rate of Interest on WC limit from HDFC Bank is 10.00% P.A which change time to time based on PLR
3. The company has taken interest free unsecured loan from related party.
4. Company has taken Bill discounting limit from SVC Co-Operative Bank Ltd. and Shinhan Bank @ 8.35% and 7.85% pa respectively.

Note No. 6- Trade Payables

Trade Payables	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Trade Payables	1,152,788,403	819,932,663
Total	1,152,788,403	819,932,663

Note No. 7-Other Current Liabilities

Other Current Liabilities	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Current maturities of long-term Debt		
-HDFC Bank A/C -Loan-1	-	6,086,032
-HDFC Bank A/C - Loan-2	3,672,693	3,317,980
-Car loans	859,088	2,255,216
Advance From Parties	1,532,265	212,593
Total	6,064,046	11,871,821

Note No. 8-Short Term Provisions

Short Term Provisions	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Duties & Expenses Payable	19,715,965	33,743,164
Provision for Current Tax	13,968,927	16,290,549
Total	33,684,891	50,033,713

FOR AND ON BEHALF OF
WONDER FIBROMATS LIMITEDPLACE: NEW DELHI
DATED: 31.07.2020

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DIN: 00312438

YOGESH ANAND
(Chief Financial Officer)
PAN: AAEP6561A

KRIPANK KUMAR SINGH
(Company Secretary)
PAN:EYKPS9043D

WONDER FIBROMATS LIMITED

Forming part of Balance Sheet as at 31st March'2020

Note No. 9-Fixed Assets**i) Tangible Assets**

NAME OF ASSETS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	AS ON 01.04.2019	ADDITIONS	(DELETIONS)	TOTAL AS ON 31.03.2020	UPTO 01.04.2019	DURING THE PERIOD	ADJUSTMENT	TOTAL AS ON 31.03.2020	TOTAL AS ON 31.03.2020	TOTAL AS ON 31.03.2019
Land	41,703,748	20,936,234	19,593,334	43,046,648	-	-	-	-	43,046,648	41,703,748
Building	81,824,500	470,026	-	82,294,526	23,671,648	4,609,073	-	28,280,721	54,013,805	58,152,852
Furnitures & Fixtures	2,723,630	13,988	-	2,737,618	1,214,465	395,106	-	1,609,571	1,128,047	1,509,165
Office Equipment	15,548,607	1,734,448	-	17,283,054	8,401,792	3,667,578	-	12,069,370	5,213,684	7,146,815
Plant & Machinery	198,493,430	13,615,164	1,250,000	210,858,594	65,644,359	21,235,691	-	86,880,050	123,978,543	132,849,070
Vehicles	14,044,192	835,225	-	14,879,417	6,825,161	2,113,426	-	8,938,587	5,940,830	7,219,031
Computers & Softwares	1,435,908	409,896	-	1,845,805	866,485	448,410	-	1,314,895	530,910	569,423
Total	355,774,015	38,014,981	20,843,334	372,945,662	106,623,910	32,469,284	-	139,093,194	233,852,468	249,150,104
Previous Year	236,152,982	119,621,032	-	355,774,015	80,723,228	25,900,682	-	106,623,910	249,150,104	155,429,755

FOR AND ON BEHALF OF
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(Chief Financial Officer)
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(Company Secretary)
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WONDER FIBROMATS LIMITED

Forming part of Balance Sheet as at 31st March'2020

Note No. 10 -Other Non-Current Assets

Other Non-Current Assets	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
I) Pre-Operative Expenditure		
Opening Balance	-	-
Add: During the period	375,000	-
Sub Total	375,000	-
Less: Written off during the period	-	-
Total (I)	375,000	-
II) Export Development Expenses	5,908,102	-
Total(II)	5,908,102	-
Total (I+II)	6,283,102	-

Note No. 11 -Inventories

Inventories	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Raw Materials	141,143,423	97,163,501
Paint & Varnish	9,083,753	4,875,186
Consumable Stores	3,704,524	1,329,896
Diesel and Wood	-	494,559
Packing Materials	18,785,402	12,802,866
Paper Board & Gum	4,792,454	3,015,747
Scrap	16,536,980	7,072,195
Finished Goods	67,572,945	42,814,766
Semi Finished Goods	34,778,024	21,740,831
Stock in Trade	20,704	-
Total	296,418,209	191,309,547

Note No. 12 -Trade Recievable

Trade Receivables	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Considerd Good but unsecured		
Less Than Six Months	978,850,586	795,013,142
More Than Six Months	15,537,107	9,611,942
Total	994,387,693	804,625,083

Note No. 13 - Cash and Cash Equivalents

Cash & Cash Equivalents	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Balances with Banks	2,556,469	994,309
Fixed Deposits with Bank	83,116,395	402,769
Cash on Hand	1,756,832	1,022,917
Total	87,429,696	2,419,995

Note No. 14 - Short Term Loan & Advances

Short Term Advances (Unsecured, Considered Good)	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Advance to Suppliers	8,642,454	5,465,993
Advance to Staff/Workers	336,900	328,000
Total	8,979,354	5,793,993

Note No. 15 - Other Current Assets

Other Current Assets	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Balances With Revenue Authorities (Advance Income Tax, Vat etc)	40,294,298	25,923,518
LIC- Pension & Gratuity Scheme	1,800,000	1,300,000
DIPP Refund Receivable against GST Paid	27,126,560	18,144,201
Capital Raising Expenditure-To be adjusted	-	2,101,250
Prepaid Expenses	284,964	472,042
Security Deposits	5,274,396	2,936,943
Total	74,780,219	50,877,954

FOR AND ON BEHALF OF
WONDER FIBROMATS LIMITEDPLACE: NEW DELHI
DATED: 31.07.2020**HARSH KUMAR ANAND**
(Chairman & Managing Director)
DIN: 00312438**YOGESH ANAND**
(Chief Financial Officer)
PAN: AAEP6561A**KRIPANK KUMAR SINGH**
(Company Secretary)
PAN:EYKPS9043D

WONDER FIBROMATS LIMITED

Forming part of Profit & Loss Account for the period ended on 31st March'2020

Note No. 16 - Revenue from Operations

Revenue from Operations	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
A. Sales	2,617,030,797	3,023,651,322
B. Sales-Trading Goods	298,584,558	-
C. Export Sales	8,907,845	808,340
D. Scrap Sales	31,699,060	41,930,399
E. Other Operating Revenue	16,510,302	26,731,733
Total	2,972,732,562	3,093,121,794

Note No. 17 - Other Income

Other Income	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Interest Received from Banks	3,013,598	12,919
Interest Received from Security with Electricity Board	102,166	-
Other Income	2,264,669	2,541,005
Total	5,380,432	2,553,924

Note No. 18 - Cost of material consumed

Raw Material Consumed	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
a) Opening Balance		
Raw Material	97,163,501	85,224,585
Paint & Varnish	4,875,186	2,861,617
Scrap	7,072,195	3,296,102
Sub Total (a)	109,110,882	91,382,304
b) Add: Purchase during the year		
Raw Material	1,952,421,542	2,261,576,094
Semi Processed Goods	90,306,762	148,998,839
Paint & Varnish	138,062,275	124,820,319
Sub Total (b)	2,180,790,579	2,535,395,252
c) Less: Closing Balance		
Raw Material	141,143,423	97,163,501
Paint & Varnish	9,083,753	4,875,186
Scrap	16,536,980	7,072,195
Sub Total (c)	166,764,156	109,110,882
Cost of Material Consumed	2,123,137,305	2,517,666,674

Note No. 19 - Changes in inventories of Finished, Semi-Finished Goods & Stock in Trade

Changes in inventories of Finished, Semi-Finished Goods & Stock in Trade	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
a) Opening Inventory		
Finished Goods	42,814,766	14,811,923
Semi-Finished Goods	21,740,831	20,364,847
Stock in Trade	-	-
Sub Total (a)	64,555,597	35,176,770
b) Less: Closing Inventory		
Finished Goods	67,572,945	42,814,766
Semi-Finished Goods	34,778,024	21,740,831
Stock in Trade	20,704	-
Sub Total (b)	102,371,673	64,555,597
Changes in inventories of Finished, Semi-Finished Goods & Stock in Trade	(37,816,076)	(29,378,827)

FOR AND ON BEHALF OF
WONDER FIBROMATS LIMITEDPLACE: NEW DELHI
DATED: 31.07.2020HARSH KUMAR ANAND
(Chairman & Managing Director)
DIN: 00312438YOGESH ANAND
(Chief Financial Officer)
PAN: AAEP6561AKRIPANK KUMAR SINGH
(Company Secretary)
PAN: EYKPS9043D

WONDER FIBROMATS LIMITED

Forming part of Profit & Loss Account for the period ended on 31st March'2020

Note No. 20 - Manufacturing Expenditure

Manufacturing Expenditure	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Consumable Stores & Packing Material Consumed	243,884,484	254,794,958
Dies & Tools Consumed	617,181	739,998
Material Handling Equipment Expenses	1,102,430	422,031
Job Work Charges	17,692,111	16,081,755
Electricity Expenses	21,398,404	20,886,585
ETP Plant Expenses	284,408	1,851,528
Fuel & Gas Expenses	25,618,789	29,782,886
Freight & Cartage Inward	1,885,809	4,310,539
Generator Running & Maintenance	211,556	462,027
Loading & Unloading Charges	298,560	638,825
Production Incentive	13,260,155	10,726,498
Rent (Factory Premises)	2,532,000	2,472,000
Repair & Maintenance (Building)	1,642,623	869,225
Repair & Maintenance (Machine)	3,943,896	2,064,666
Total	334,372,407	346,103,520

Note No. 21 - Employee benefits Expenses

Wages, Salaries, Manpower Supply and other benefit to Employees	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Wages & Allowances	72,542,284	55,649,809
Salaries & Allowances	32,619,050	28,722,647
Directors Remuneration	9,000,000	12,600,000
Bonus Paid	3,677,207	2,635,730
Medical Expenses	439,398	546,633
Leave Encashment	3,270,999	2,502,803
Labour/Staff Welfare Expenses	3,482,540	6,834,733
Gratuity Paid	479,902	-
Group Insurance	-	65,770
Employer's Contribution		
Employees Provident Fund	4,594,209	2,801,503
Employees State Insurance Scheme	2,631,596	2,737,398
Total	132,737,185	115,097,026

Note No. 22 - Financial Cost

Financial Cost	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Bank Charges	629,189	860,338
Interest on Cash Credit	795,558	2,996,710
Interest on Term Loans	1,963,601	1,959,552
Interest/Charges on LC/Bills Dis.	11,377,876	10,560,164
Interest on Car Loan	222,146	387,184
Total	14,988,370	16,763,948

FOR AND ON BEHALF OF
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DATED: 31.07.2020HARSH KUMAR ANAND
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WONDER FIBROMATS LIMITED**Forming part of Profit & Loss Account for the period ended on 31st March'2020****Note No. 23 - Administrative & Selling Expenditure**

Administrative & Selling Expenditure	As at 31 March 2020	As at 31 March 2019
	Amount (₹)	Amount (₹)
Advertisement & Publicity	101,595	186,598
Auditor Remuneration	125,000	125,000
Business Promotion	910,653	2,317,622
Communication Expenses	328,300	278,692
Conveyance Expenses	272,401	47,651
CSR Expenditure	1,258,211	576,413
Difference in Foreign Exchange	21,792	-
Design & Development Expenses	1,726,927	-
Donation & Charity	-	36,250
Head Office-Maintenance	1,411,194	1,041,172
Festival/Function Expenses	884,199	626,192
Freight & Cartage-Outward	4,536,128	-
Fees & Subscription	1,231,179	1,094,816
Duty/GST Expenses	121,995	383,095
Houskeeping Expenses	302,202	719,915
Insurance Expenses	1,844,413	1,538,789
Interest/Demand on Income Tax	-	428,226
Interest Paid (Other)	100,163	76,807
Legal & Professional Charges	1,276,475	886,400
Market Making Fees	333,333	-
Misc Expenses	237,998	426,286
Postage & Courier Charges	527,520	561,328
Pre-Operative Expenses W/o	-	63,363
Printing & Stationery	450,259	1,583,597
Quality Control & Audit Expenses	362,668	478,305
Rebate & Discount	-	143,060
Rent- Head Office	2,040,000	1,602,361
Repair & Maintenance (Computer)	877,595	635,588
Repair & Maintenance (Others)	2,976,682	2,680,994
Security Expenses	3,011,690	1,920,543
Short & Excess	-	39,850
Testing & Sample Expenses	1,411,529	399,905
Travelling Expenses	963,714	579,176
Vehicle Running & Maintenance	830,308	958,211
Total	30,476,122	22,436,207

FOR AND ON BEHALF OF
WONDER FIBROMATS LIMITED**PLACE: NEW DELHI**
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(Chief Financial Officer)
PAN: AAEP6561A**KRIPANK KUMAR SINGH**
(Company Secretary)
PAN:EYKPS9043D

WONDER FIBROMATS LIMITED

Forming part of financial statements as on 31st March'2020

Background

Wonder Fibromats Limited is a listed public company limited by shares, incorporated and domiciled in India. Its registered office is located at Okhla Industrial Estate, Phase-III, Delhi, India and factory at Bhagwanpur, Roorkee in the state of Uttarakhand. The Company is engaged in the manufacturing of electric goods. During the year, the Company has installed a new set up of factory in Hyderabad.

The Company is formerly known as Wonder Fibromats Private Limited. The Company is converted from Private Limited to Limited after the approval of the board of directors and the shareholder.

During the year, the company has listed itself with SEBI and issued 2224000 equity shares through IPO @ Rs. 89 each (including premium of Rs. 79 each).

NOTE NO. 24 – Additional Notes to the financial statements

A) **Contingent liabilities:** -

There is no Contingent Liability as on 31st March'2020.

B) Books of accounts of the company have been maintained at Factory at Bhagwanpur, Roorkee, Uttarakhand

NOTE NO.: 25:- Significant Accounting Policies

A) **Basis of Accounting & preparation of financial statements:-**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on accrual basis under the historical cost convention.

Accounting policies are consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use. Where a change in accounting policy is necessitated due to changed circumstances, detailed disclosures to that effect along with the impact of such change is duly disclosed in the financial statements

B) Fixed Assets and Depreciation:-

- i) Fixed assets are stated at cost, after reducing accumulated depreciation and impairment up to the date of the Balance Sheet. Direct costs are capitalized until the assets are ready for use and include financing costs relating to any borrowing attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use.
- ii) Depreciation on all assets has been provided based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.

C) Recognition of Income & Expenditure:-

The Company is a manufacturer of electric goods and derives its revenues from sale of electric goods to parties. Revenue from Sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably. All expenditures incurred in manufacturing and process to sale of goods is accounted on accrual basis.

D) Employee Benefits:-

Employee benefits include provided fund, employee's state insurance scheme, gratuity fund and compensated absences.

Contributions in respect of Employees Provident Fund, employee's state insurance scheme and gratuity fund which are defined contribution schemes, are made to a fund administered and managed by the Government of India and are charged as an expense based on the amount of contribution required to be made and when service are rendered by the employees.

Eligible employee receives benefits, which is a defined contribution plan. Both the employee and the Company make monthly contributions to this provident fund & employee's state insurance scheme equal to a specified percentage of the covered employee's salary. Amounts collected under the provident fund plan are deposited in a Government administered provident fund.

The employees of the Company are entitled to compensate absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement. The Company measures the expected cost of compensated absence based on actuarial valuation made by an independent actuary as at the balance sheet date on projected unit credit method.

E) **Investment:-**

There is no investment made by the company in securities or shares during the year.

F) **Inventories:-**

Inventory comprises of manufactured/traded goods and is measured at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make the sale.

The inventories are taken at cost or net realizable value whichever is lower. First-in-First-out formula has been used while measuring the inventories.

G) **Earnings per share (EPS)**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of any extra ordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented.

H) **Cash and cash equivalents (for the purposes of Cash Flow Statement)**

Cash comprises cash on hand, in bank and demand deposits with banks. The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents. Such cash equivalents are subject to insignificant risk of changes in value.

Cash flows are reported using indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transaction of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

I) **Corporate Social Responsibility Activities**

During the year, the Company has spent Rs. 12,58,211/- toward Corporate Social Responsibility Activities(CSR).

J) **Provision for Taxation & Deferred Tax Assets/Liabilities:-**

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets/liabilities are recognized for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets/liabilities are measured using the tax rates enacted or substantively enacted by the Balance Sheet date.

K) **Provisions:-**

The company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

L) **Payment to Auditors:**

Particulars	Current Year (₹)	Previous Year (₹)
Auditor Remuneration	1,25,000/-	1,25,000/-
Other Expenses	2,58,200/-	1,42,500/-
GST	68,976/-	48,150/-
Total	4,52,176/-	3,15,650/-

M) **Foreign Exchange:**

All foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account. Earning & expenditure in foreign exchange are as below:

Particulars	Current Year (₹)	Previous Year (₹)
Earning in foreign exchange	77,86,907/-	8,40,628/-
Expenditure in foreign exchange	48,94,575/-	12,04,137/-

N) Related Party Disclosure

In accordance with the Accounting Standard 18 on "Related Party Disclosure" issued by the ICAI, the relevant information for the year ended March 31st 2020 is as under:-

1. Key Management Personnel (KMP)

Sr. No.	Name of related party	Designation	Nature of Transactions	Amount (₹)
1.	Harsh Kumar Anand	Director	Director Remuneration	18,00,000/-
2.	Yogesh Anand	Director	Director Remuneration	18,00,000/-
3.	Yogesh Sahni	Director	Director Remuneration	18,00,000/-
4.	Rohit Anand	Director	Director Remuneration	18,00,000/-
5.	Jatin Anand	Director	Director Remuneration	18,00,000/-
6.	Siddhant Sahni	Director	Director Remuneration	18,00,000/-
7.	Karan Anand	Director	Director Remuneration	18,00,000/-
8.	Kripank Kumar Singh	Company Secretary	Salary Paid	1,11,880/-

2. Other Related Party Transaction

Sr. No.	Name of related party	Relation	Nature of Transactions	Transaction Amount (₹)
1.	Uttaranchal Industries	Common Management	Purchase of Goods Sale of Goods Purchase of Fixed Assets	11,75,90,927/- 6,17,94,052/- 4,14,000/-
2.	Quality Components	Common Management	Purchase of Goods Sale of Goods	8,00,99,851/- 32,97,277/-
3.	GuruTech Industries LLP	Common Management	Purchase of Goods Sale of Goods	29,20,31,991/- 50,63,379/-
4.	Stamping & More LLP	Common Management	Purchase of Goods Sale of Goods Rent Paid	21,93,59,514/- 8,19,832/- 60,000/-
5.	Guru Technologies Pvt. Ltd.	Common Management	Unsecured Loan Taken	45,00,000/-

O) Sundry Debtors, Sundry Creditors and Other Advances:-

The balances of sundry debtors, Sundry creditors and other advances are subject to confirmation. The balances adopted are as appearing in the books of accounts of the company.

P) All debit and credit balances are subject to confirmation.

Q) Previous year figures have been regrouped, reclassified and rearranged, wherever necessary to confirm to this year's classification.

R) Note 1 to 25 forms an integral part of the Balance Sheet and have been authenticated.

As per our Audit Report of even date attached.

For **A Y K & Associates**
Chartered Accountants
(FRN No. 018591C)

For & on behalf of board of Directors
Wonder Fibromats Limited

CA Yogesh Garg
M.Com, LL.B., FCA, DISA (ICAI)
Partner
(Membership No. 403036)

Harsh Kumar Anand **Yogesh Anand**
(Chairman & Managing Director) (Chief Financial Officer)
DIN: 00312438 PAN: AAEP6561A

Place:-New Delhi
Date: - 31.07.2020

Kripank Kumar Singh
(Company Secretary)
PAN: EYKPS9043D



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W* WONDER FIBROMATS LTD.