



FORMERLY KNOWN AS
WONDER FIBROMATS PVT. LTD.

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

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

INFO@WONDERFIBROMATS.COM

WWW.WONDERFIBROMATS.COM

Voting Start Date: Wednesday, February 26, 2020 at 9.00 A.M. (IST)
Voting End Date: Thursday, March 26, 2020 at 5.00 P.M. (IST)

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)

To,

The Members,

Sub: Passing of Resolution by Postal Ballot

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the “Rules”) (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force that the resolution appended below is proposed to be passed by the members of the Company by postal ballot/ electronic voting (e-voting).

The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolution setting out the material facts concerning the resolution and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Rubina Vohra, Practicing Company Secretary (Membership Number: FCS 9277, CP Number 10930), as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.

In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI LODR the Company has provided the facility to all its Members to enable them to exercise their votes electronically, instead of dispatching the physical form by post. E-voting is optional and all members may vote either by duly completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged the services of NSDL as authorized agency to provide Remote e-voting facility.

The members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this notice include votes received electronically.

The members desiring to exercise their vote by postal ballot by post are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed Business Reply Envelope ('BRE') on or before 5.00 p.m. on **Thursday, March 26th, 2020**. Postage will be borne and paid by the Company. Postal ballot form(s), if sent at the expense of the member(s), will also be accepted.

The postal ballot form(s) may also be deposited personally at the address given on the BRE. Please note that if any postal ballot form is received after the said date, it will be considered that no reply has been received from the member.

Upon completion of the e-voting process and scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot along with the scrutinizer's report would be declared on or before Saturday, **March 28th, 2020** and communicated to the National Stock Exchange of India Limited ('NSE'), the Stock Exchanges, M/s. KFin Technologies Pvt. Ltd., the Registrar and Share Transfer Agents of the Company and shall also be displayed on the Company's website, www.wonderfibromats.com.

Proposed Resolution

Continuation of Current appointment of Mr. Harsh Kumar Anand (DIN:00312438) as Managing Director of the Company.

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

“RESOLVED THAT pursuant to Section 196(3) of the Companies Act, 2013 read with Part-1 of Schedule- V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company and in consideration of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the members be and is hereby accorded to ratify and confirm the continuation of current term of Mr. Harsh Kumar Anand, (DIN: 00312438) as Managing Director of the Company, who has attained the age of 70 (Seventy) years, on the same terms and conditions as already approved by members in the Extra Ordinary General Meeting held on 30 July, 2018;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds etc. as may deem necessary to give effect to above resolution.”

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

**Sd/-
Kripank Kumar Singh
Company Secretary
ACS:59926**

**Place: New Delhi
Date: February 17, 2020**

NOTES:

1. The Company is providing the facility for voting by electronic means and the special business may be transacted through such Remote e-voting.
2. The Explanatory Statement pursuant to Sections 102 and 110 of the Act and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, setting out material facts and the reasons for the proposed Special Resolution set out above, is annexed hereto and forms part of the Notice.
3. Pursuant to the provisions of Section 110 of the Act read with the Rules, your Company has an option for the above-mentioned resolution, to seek the approval of the Members through Postal Ballot, instead of getting these passed at a General Meeting. Accordingly, your approval is sought for the resolution contained in this Notice through Postal Ballot.

4. Ms. Rubina Vohra, Practicing Company Secretary, has been appointed as Scrutinizer for conducting the Postal Ballot / Remote e-voting process in accordance with the Act and the Rules made thereunder and in a fair and transparent manner.
5. The Postal Ballot Notice along with the Postal Ballot Form is being sent to Members in electronic form at the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) unless the Member has requested for a physical copy of documents. For Members whose e-mail addresses are not registered or in case of a Member having requested for physical copy of documents, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a postage- prepaid self-addressed Business Reply Envelope. Members may note that the Postal Ballot Notice and Form will be available on the website on the Company www.wonderfibromats.com and on the website of National Securities Depository Limited (“NSDL”).
6. **Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.**
7. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form may download the same from the website of the Company/NSDL, where the Postal Ballot Notice along with Postal Ballot Form is displayed. Duly completed and signed Postal Ballot Form along with necessary documents, if any, should reach the Scrutinizer before 05:00 P.M. (IST) on Thursday, March 26, 2020.
8. The Postal Ballot Notice, the Postal Ballot Form along with postage-prepaid self-addressed Business Reply Envelope is being sent to all the Members whose names appear on the Register of Members/ list of Beneficial Owners, as received from NSDL, Central Depository Services (India) Limited (CDSL) as at close of business hours i.e. **Friday, February 14, 2020** (the “cut-off date”). Members whose names appear on the Register of Members/ list of Beneficial Owners as on cut-off date will be considered for the purpose of voting including Remote e-voting. A person who is not a Member on the cut-off date should treat this notice for information purpose only.
9. **Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Member / Beneficial Owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, February 14, 2020.**
10. A Postal Ballot Form and a postage-prepaid self-addressed Business Reply Envelope are attached to this Notice. The postage- prepaid self-addressed Business Reply Envelope bears the address to which duly completed and signed Postal Ballot Form is to be sent. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form.
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI LODR the Company has provided the facility to all the Members to exercise their votes electronically as an option and has engaged the services of NSDL as authorized agency to provide Remote e-voting facility.

The instructions for voting through electronic means are as under:

- A. On receipt of an e-mail from NSDL (National Securities Depository Limited) an Agency appointed by Board, please take the following action: -
 - i. Open e-mail and also open PDF viz. “WFL.pdf” with your Membership ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting.
 - ii. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - iii. Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iv. Click on “Shareholder/Member – Login”.
 - v. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

- vi. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail.
 - vii. Once the remote e-voting home page opens, click on remote e-voting > Active Voting Cycles.
 - viii. Select “EVEN” (E-Voting Event Number) of Wonder Fibromats Limited. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - x. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual – Shareholders, available at the downloads section of www.evoting.nsdl.com or email at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager, NSDL, Trade World, A-Wing , 4th Floor , Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Phone: 022-24994545 or call at toll free no.- 1800-222-990 .
- 12. The Members can opt for only one mode of voting, i.e. either by Physical Postal Ballot or Remote e-voting. In case Members cast their votes through both the modes, votes cast through Remote e-voting shall be treated as valid and votes cast through Physical Postal Ballot will be treated as invalid.**
13. A Member cannot exercise his vote by proxy on Postal Ballot.
 14. All the material documents referred to in the notice and explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till Thursday, March 26, 2020.
 15. The Members who do not receive the Postal Ballot Form may either send an email at cs@wonderfibromats.com or write to the company at its registered office at 45, Ground Floor, Okhla Industrial Estate, Phase-III, New Delhi – 110020 for receiving the duplicate thereof.
 16. The Members desiring to exercise their vote by Physical Postal Ballot Form shall record their assent (FOR) or dissent (AGAINST) to the resolution so listed, by returning the same duly completed and signed along with necessary documents, if any, in the attached postage-prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than closing of working hours i.e. 05:00 P.M. (IST) of March 26, 2020 to be eligible for being considered. Postal Ballot Form, if sent by courier or registered/speed post at the expense of the Member will also be accepted. If any Postal Ballot Form is received after 05:00 P.M. (IST) of March 26, 2020, it will be considered that no reply from the Member has been received. Unsigned Postal Ballot Form will be rejected. The Postal Ballot Form may also be deposited personally at the address given on the postage-prepaid self-addressed Business Reply Envelope.
 17. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot Form are also required to send certified true copy of the Board Resolution / Power of Attorney/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
- 18. Facility to exercise vote by Postal Ballot including voting through electronic means will be available during the following period:**
- Commencement of voting:** From 09:00 A.M. (IST) on Wednesday, February 26, 2020
End of voting: At 05:00 P.M. (IST) on Thursday, March 26, 2020 (both days inclusive)
- (The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.)**
19. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting i.e. March 26th, 2020.

20. Any query in relation to the resolution proposed to the passed by Postal Ballot may be sent to:

Mr. Kripank Kumar Singh
(Company Secretary)
Wonder Fibromats Limited,
CIN: L31900DL2009PLC195174
Regd. Off: 45, Ground Floor, Okhla Industrial Estate,
Phase-III, New Delhi – 110020;
E-mail ID: cs@wonderfibromats.com
Phone no.: 011-66058952

21. The Scrutinizer will submit his final report after completion of the scrutiny of the Postal Ballot Forms (including Remote e-voting) to the Chairman and the result of the voting will be announced by the Chairman or such other Director of the company duly authorized, on or before 05:00 P.M. (IST) Saturday, March 28th, 2020 and will also be placed on the website of the Company www.wonderfibromats.com and beside intimated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent, on the same day.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Shri Harsh Kumar Anand 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 under the relevant provisions of the Companies Act 2013.

In accordance with the provision of Section 196(3) read with Schedule V of the Companies Act, 2013, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office as managing director after the age of 70 years during his current term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013.

Shri Harsh Kumar Anand, Managing Director has attained the age of 70 years as on November 3rd, 2019.

The brief resume of Shri Harsh Kumar Anand, Managing Director, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as **Annexure A**.

Except Shri Harsh Kumar Anand (the appointee), Shri Yogesh Anand, Shri Karan Anand & Shri Rohit Anand, (being relatives of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in the proposed resolution.

The Board of directors accordingly recommends the special resolution as mentioned in item no.1 for your approval.

Inspection of Documents:

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the Members at the Company’s registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Thursday, March 26, 2020.

By Order of the Board
For Wonder Fibromats Limited

Sd/-
Kripank Kumar Singh
Company Secretary
ACS:59926

Place: New Delhi
Date: February 17, 2020

ANNEXURE – A TO THE NOTICE

DETAILS OF THE DIRECTORS SEEKING CONTINUATION OF PRESENT TERM/REAPPOINTMENT IN TERMS OF REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Name of Director	Mr. Harsh Kumar Anand
DIN	00312438
Date of Birth	03/11/1949
Date of First Appointment	June 7 th , 2013
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.
Qualification	B.E. (Mechanical)
Shareholding in the company	512250
Directorship held in any other companies	-Y & Y appliances Private Limited -Guru technologies Pvt Ltd -J.M.A. manufacturing Private Limited -G.N. hostels Private Limited
Membership/ Chairman ship of Committees of other public companies (including only Audit Committee and Stakeholders Relationship Committee)	NIL
Disclosure of Relationship between Director inter-se	Father of Mr. Karan Anand Father of Mr. Rohit Anand Brother of Mr. Yogesh Anand
Number of Board meetings last attended	He attended 25 out of 25 Board Meetings during FY 2018-19
Last drawn Remuneration	Rs. 28 Lacs during FY 2018-19 as a Managing Director of the Company.

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

**Sd/-
Kripank Kumar Singh
Company Secretary
ACS:59926**

**Place: New Delhi
Date: February 17, 2020**



FORMERLY KNOWN AS
WONDER FIBROMATS PVT. LTD.

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

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

INFO@WONDERFIBROMATS.COM

WWW.WONDERFIBROMATS.COM

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully
before filling this form)

THE LAST DATE FOR RECEIPT OF POSTAL FORM IS THURSDAY, MARCH 26, 2020, 5.00 P.M.

Sl. No.:

1. Name and Registered address of the Member :

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to Members holding shares in
dematerialized form)

4. Number of Equity Shares held as on February 14, 2020 (Cut-off Date):

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated February 17, 2020, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick [] mark at the appropriate box below:

Sl. No.	Description of Special Resolutions	Number of shares for which the vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Continuation of Current appointment of Mr. Harsh Kumar Anand (DIN:00312438) as Managing Director of the Company.			

Place:

Date:

Signature of the Member

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ELECTRONIC VOTING PARTICULARS (Please visit <https://evoting.nsdl.com> to cast your vote online)

EVENT (E-Voting Event Number)	USER ID	PASSWORD

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice.

IMPORTANT INSTRUCTIONS

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 09:00 Hours IST on Wednesday, February 26, 2020, and ends at 17:00 Hours IST on Thursday, March 26, 2020.
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of Members(s) on the cut-off date i.e. **Friday, February 14, 2020**. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member, will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all of his/her votes nor does he/she need to cast his/her votes in the same way.
9. The votes of a Member will be considered invalid on any of the following grounds-
 - a) If a form other than the Postal Ballot Form issued by the Company is used.
 - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - c) If the Member's signature does not tally with the specimen signature with the Company.
 - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filled.
 - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
 - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than by 17:00 Hours IST on **Thursday, March 26, 2020**. Postal Ballot Form received after this date will be strictly treated as if reply from such Member has not been received.
11. A Member may request for a duplicate Postal Ballot Form from the Company at its Registered Office or download the same from the Company's website www.wonderfibromats.com/
12. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/other authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. The result of voting on the Resolutions will be declared on or before Saturday, March 28, 2020 at the registered office and will also be displayed on the website of the Company www.wonderfibromats.com/ besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents, on the said date.