



WONDER FIBROMATS LIMITED

[CIN: L31900DL2009PLC195174]

Registered Office: 45, Okhla Industrial Estate, Phase-III, New Delhi 110020,

Telephone: 011 66058952,

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the members of Wonder Fibromats Limited (the 'Company') will be held on **Thursday, November 24, 2022 at 11:00 A.M. (IST)** through video conferencing / Other Audio-Visual means ('VC/OAVM'), to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR CHANGE IN NAME OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of sections 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 29 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or reenactment(s) thereof for the time being in force, any other applicable Law(s), Regulation(s), Rule(s) or Guideline(s), the provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and subject to the approval of the Registrar of Companies- Delhi, ("the ROC-) and other Regulatory Authorities, as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to change the name of the Company from **"Wonder Fibromats Limited" to "Wonder Electricals Limited"**;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized severally to file all the necessary e-Forms and / or returns and make an application in Form No. INC-24 and / or any other e-Form to the ROC and / or to Central Government, Stock Exchanges and / or other Statutory Authorities and to do all such other acts, things and deeds as may be necessary and incidental thereto, to give effect to the change of name of the Company;

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the name **"Wonder Fibromats Limited"** whereby occurs in the Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name **"Wonder Electricals Limited"**;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized severally to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) / Consultant(s) / Practicing Company Secretary(ies) / Law Firm(s) etc. to act, represent and/or appear before any Statutory Authority for and on behalf of the Company for the purpose of giving effect to the aforementioned resolutions including making necessary filings with the Registrar of Companies and regulatory authorities and to settle any question, doubt or difficulty which may arise in regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such alteration or any matters incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 2: APPROVAL FOR ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 4 and 13(2) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable Law(s), Regulation(s), Rule(s) or Guideline(s), upon receipt of a fresh Certificate of Incorporation from the Registrar of Companies, Delhi, the Name Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered by:

The name of the Company is Wonder Electricals Limited.

RESOLVED FURTHER THAT in terms of Section 14 of the Act and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with "Wonder Electricals Limited" subject to the other necessary approvals, if any;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized severally to file all the necessary forms and / or returns and / or any other e-Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for the approval as above and to do all such other acts, things, deeds and matters as may be necessary and incidental thereto, to give effect to this resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized severally to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) / Consultant(s) / Practicing Company Secretary(ies) / Law Firm(s) etc. to act, represent and/or appear before any Statutory Authority for and on behalf of the Company for the purpose of giving effect to the aforementioned resolutions including making necessary filings with the Registrar of Companies and regulatory authorities and to settle any question, doubt or difficulty which may arise in regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such alteration or any matters incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 3: TO APPROVE THE APPOINTMENT OF MRS. MONAM KAPOOR (DIN:09278005) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 16(1) (b), 17(1C), 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Monam Kapoor (DIN:09278005) who was appointed as an additional Director of the Company, categorised as independent, by the Board of Directors w.e.f. October 21, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Independent director, be and is hereby appointed as an independent Director of the Company to hold office for a term of five consecutive years effective from October 21, 2022 till October 20, 2027 and shall not

liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For WONDER FIBROMATS LIMITED**

**Sd/-
Harsh Kumar Anand
Chairman & Managing Director
DIN:00312438**

Registered Office:

45, Ground Floor, Okhla Industrial Estate,
Phase-III, New Delhi-110020
CIN: L31900DL2009PLC195174

Date: 21st October, 2022

Place: Delhi

Notes:

1. In view of the outbreak of the COVID-19 pandemic and considering the social distancing norms, the Ministry of Corporate Affairs has, vide its General Circular no. 14/2020 dated 8th April 2020, General Circular no.17/2020 dated 13th April 2020, General Circular no. 22/2020, dated 15th June 2020, General Circular no. 33/2020, dated 28th September 2020 General Circular No. 20/2020 dated 5th May 2020, General Circular no. 39/2020, dated 31st December 2020, General Circular No. 10/2021, dated 23rd June 2021, General Circular no. 20/2021, dated 8th December 2021 and General Circular no. 3/2022, dated 5th May 2022 (“MCA Circulars”) and the Securities and Exchange Board of India vide its circulars dated 13th May, 2022, 15th January, 2021 and 12th May, 2020 and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), an Extra Ordinary General Meeting (“EGM”/“Meeting”) of the Company is being conducted through Video Conferencing or Other Audio Visual Means (VC / OAVM) from its Registered Office, i.e., 45, Okhla Industrial Estate, Phase-III, New Delhi 110020 which shall be deemed to be venue of the meeting, without the physical presence of the Shareholders.
2. The explanatory statement pursuant to Section 102(1), any other applicable provisions of the Act, the rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolutions, forming part of this Notice, is annexed herewith.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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 EGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said MCA Circular read with SEBI Circular SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 (“SEBI Circular”), **THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDERS IS NOT MADE AVAILABLE FOR THIS EGM** and hence the Proxy Form and Attendance Slip including Route Map 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 EGM through VC/OAVM on their behalf and participate there at, including cast votes by electronic means (details of which are provided separately, hereinbelow). Such Corporate Shareholders are requested to refer 'General Guidelines for Shareholders' provided in the notice below, for more information.
5. In accordance with the MCA Circulars, this EGM Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday October 28, 2022** ("cut-off date") received from the Depositories and whose e-mail address is registered with the Company / Depositories.
6. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL"), the agency to provide e-voting facility. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the EGM will be provided by NSDL.
7. The Shareholders can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the EGM 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 EGM without restriction on account of 'first come first serve' basis.
8. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
9. The statutory registers along with the documents relating to the items mentioned in the notice and explanatory statement shall be available for inspection by the members of the Company in electronic form during the business hours at the EGM. Members can send their inspection request to the Company Secretary of the Company at cs@wonderfibromats.com from their registered email address.
10. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
11. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending a request from their Registered Email ID mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at cs@wonderfibromats.com from Wednesday, 09th November, 2022 from 09:00 A.M. to Friday, 11th November, 2022 till 5:00 P.M. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
12. 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 Notice of the EGM 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 both the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and EGM notice is also available on the website of NSDL (agency providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.

13. To support the “Green Initiative”, the Shareholders who have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest with the depository itself, to enable the Company to use the same for serving documents to them electronically, hereafter.
14. The Board of Directors of the Company at their meeting held on 21st October, 2022 has appointed Ms. Rubina Vohra, Proprietor of M/s. Rubina Vohra & Associates, Company Secretaries, as the Scrutiniser to scrutinise the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner. The Scrutiniser shall, after the conclusion of e-voting at the EGM, first count the votes cast vide e-voting at the EGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. She shall submit a Consolidated Scrutiniser’s Report of the total votes cast in favour or against, within 2 working days from the conclusion of the EGM, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolution.
15. The results declared along with the Scrutiniser’s Report shall be communicated to the stock exchanges on which the Company’s shares are listed, NSDL, and RTA and will also be placed on the Company’s website www.wonderfibromats.com.
16. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e., 45, Okhla Industrial Estate, Phase-III, New Delhi 110020, which shall be the venue of the EGM.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form.
18. Changes intimated to the Depository Participant will then be automatically reflected in the Company’s records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Shareholders.
19. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. 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 e-voting.
20. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.

❖ Voting through electronic means

- There being no physical shareholding in the Company, the Register of members and share transfer books of the Company will not be closed. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed **Thursday, 17th November, 2022** as the “**cut-off date**” to determine the eligibility to vote by remote e-voting or e-voting at the EGM. A person whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, **i.e., Thursday, 17th November, 2022**, shall be entitled to avail the facility of remote e-voting or e-voting at the EGM.

- Only those Shareholders, who will be present at the EGM through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the EGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the EGM.
- Further, pursuant to SEBI Circular dated 9th December, 2020, to eradicate the hardship caused to the Shareholders of remembering login credentials of various e-voting service providers (ESPs), the SEBI has mandated to provide the facility of using single login credentials with various ESPs. This means Shareholders can avail the e-voting facility of various ESPs through their single login credentials, this will help in non-creation of login credentials again and again.
- The remote e-voting period begins on **Monday, 21st November, 2022 at 9.00 a.m. and ends on Wednesday, 23rd November, 2022 at 5.00 p.m.** and the remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

PROCEDURE FOR 'E-VOTING':

1. E-VOTING FACILITY:

- Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI circular dated December 9, 2020, the Company is providing e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolution by electronic means.
- The e-voting facility is available at the link – www.evoting.nsdl.com. The e-voting event number (EVEN) and the period of e-voting are set out below:

EVEN	Commencement of E-voting	End of E-voting
122809	Monday, November 21, 2022 9:00 AM (IST)	Wednesday, November 23, 2022 5:00 PM (IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

- The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode and (iii) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.





2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

A) LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>A. NSDL IDeAS facility</p> <p>If you are registered, follow the following steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. 2. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section 3. A new screen will open. You will now have to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services. 4. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 5. Click on company name or e-voting service provider i.e., NSDL and you will be re-directed to NSDL e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
	<p>If you are not registered for IDeAS e-Services follow the following steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 2. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL are as under:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Step 1: How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Log-in” which is available under “Shareholders” section.
3. 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 eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS log-in. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL)	Your User ID is
a. For Members 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 Members who hold shares in demat account with CDSL.	16-digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your User ID is 12*****

5. Instructions for retrieving password:
 - a. If you are already registered for e-voting, then you can use your existing password to log-in and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need your “initial password”. Details of “initial password” are given in Point c below. Once you have your “initial password”, you need to enter the “initial password” on the log-in page and the system will force you to change your password.

c. How to retrieve your ‘initial password’?

If your email ID is registered in your demat account or with the Company, your “initial password” must have been communicated to you on your email ID. Trace the email sent to you by NSDL in your mailbox. Open the email and the attachment which is a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account. The .pdf file contains your “User ID” and your “initial password”.

6. If you are unable to retrieve or have not received your “initial password” or have forgotten your password:
 - a. 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
 - b. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address.
 - c. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering the password, click on “Agree to Terms and Conditions” by selecting on the check box.
8. Now you will have to click on “Log-in” button.
9. After you click on “Log-in” button, home page of e-voting will open.

Step 2: 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” (E-Voting Event Number) in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN-122809” of “Wonder Fibromats Limited”. The Cast Vote page will open.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting your favored option i.e., assent/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

General Guidelines for members

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG format) of the relevant board resolution/authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rrassociatenoida@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Log-in to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the “downloads” section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or e-mail your query to evoting@nsdl.co.in.

C) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@wonderfibromats.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-voting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

- I. The procedure for e-voting at the EGM is same as the instructions mentioned above for remote e-voting.
- II. As mentioned hereinabove, only those Shareholders, who will be present at the EGM through VC/OAVM facility and who would not have not cast their vote by remote e-voting prior to the EGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the EGM.
- III. Shareholders who have voted through remote e-voting will be eligible to attend the EGM 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 EGM.
- IV. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under **Join General Meeting** menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 in the notice to avoid last

minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants 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.

ANNEXURE TO NOTICE - EXPLANATORY UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS "THE ACT"), THE RULES MADE THEREUNDER, AS APPLICABLE, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (HEREINAFTER REFERRED TO AS "LISTING REGULATIONS") AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Item No 1 & 2:

The Members are apprised that the word 'Fibromats' in the current name "WONDER FIBROMATS LIMITED" gives an impression of being a fiber mats manufacturer, arising misconception in the market and is proposed to be replaced with the word "ELECTRICALS" in order to rename it as "WONDER ELECTRICALS LIMITED" to be in line with the significant Industry operation of the Company.

Hence, The Management has proposed to change the name of the Company from – "Wonder Fibromats Limited" to "Wonder Electricals Limited".

The Board of Directors of the Company by way of circulation held on 27th September, 2022 had approved the proposal for change of name of the Company from "Wonder Fibromats Limited" to "Wonder Electricals Limited" subject to the approval of Central Government, the Members of the Company and other relevant Statutory and Regulatory authorities, if any.

Further, pursuant to the application made by the Company for reservation of name, the Central Registration Centre (CRC), Ministry of Corporate Affairs, vide its approval letter dated September 28, 2022, has issued name reservation certificate stating that there is no objection in the availability of the changed name Wonder Electricals Limited from the existing name Wonder Fibromats Limited.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

The Board of Directors of the Company have, subject to approval of Members of the Company, by way of special resolution, and approvals of statutory, regulatory and governmental authorities, as required under applicable laws, approved the change in name of the Company to "Wonder Electricals Limited" and Consequent upon change of name of the Company, the name "Wonder Fibromats Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places would have to be substituted with the new name i.e. "Wonder Electricals Limited".

The Company has complied with the requirements of Regulation 45 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and has obtained a compliance certificate from M/s. AYK & Associates, practicing Chartered Accountants, which is annexed to this Notice of EGM as **Annexure-"I"**.

The Board of Directors recommend passing of the Special Resolutions as set out under Item No. 1 and Item No. 2 of the accompanying notice.

None of the Directors, Key Managerial Personnel and / or their relatives, are in any way, whether financially or otherwise, interested and / or concerned in passing of the said resolution.

Item No.3:

As per the requirements of Section 149(4) of the Companies Act, 2013, every listed public company shall have at least one-third of the total number of directors as Independent Directors and as per Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent Directors.

In view of aforesaid provisions, the Board of Directors of the Company at their meeting held on 21st October 2022, on the recommendation of Nomination and Remuneration Committee, appointed:

- Mrs. Monam Kapoor, an Indian national (DIN: 09278005), aged 34 years was appointed as an Additional Director categorized as Independent by the Board for a term of five years with effect from October 21, 2022 up to October 20, 2027, subject to the approval of members of the Company.

The Company has received from the above-named Director, *inter alia*, (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified in accordance with Section 164(2) of the Act; (iii) declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations; (iv) declaration that they are not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and (v) a notice in writing under Section 160 of the Act proposing her candidatures as Independent director of the Company.

In terms of Section 149(6) & 152 and Schedule IV of the Companies Act, 2013 and rules made thereunder, the board is of the opinion that she fulfills the conditions for her appointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management and possesses the appropriate skills, experience, and knowledge required for the discharge of her duties as an Independent Director. Her vast knowledge and varied experience will be of immense value to the Company. Accordingly, the Board considers that the appointment of above Proposed Independent Director would be of immense benefit to the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, with effect from January 1, 2022, read with NSE circular no. NSE/CML/2021/54 dated December 22, 2021, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of, Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of above Proposed Independent Director requires the approval of the members by way of a special resolution.

A copy of the letter of appointment, setting out the terms and conditions of appointment of above Proposed Independent Director, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, without any fee, at the Company's registered office during business hours on all working days till the end of the e-voting period.

Above named Director shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees, thereof, if applicable and reimbursement of expenses for participating in such meetings, if any.

The details of Director seeking appointment at the EGM as per SS – 2 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in **Annexure-A** to this notice.

Except the Directors seeking appointment, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 03 of this notice.

The Board recommends the resolutions as set out in Item No. 03 of the notice for approval of Members, as a **Special Resolution**.

Profile of Mrs. Monam Kapoor:

Mrs. Monam Kapoor is a Graduate in Computer Application (B.C.A) from Sharda Group of Institutions. She has also done Post Graduate Diploma in Business Management in Operations Management from Symbiosis Centre for Distance Learning. She got registered in Independent Director Databank under Indian Institute of Corporate Affairs having registration no, IDDB-NR202112-040209.

She has more than 8 years of experience in the field of Information Technology, Finance Management, and Business Management etc.

**By Order of the Board of Directors
For WONDER FIBROMATS LIMITED**

**Sd/-
Harsh Kumar Anand
Chairman & Managing Director
DIN:00312438**

Registered Office:

45, Ground Floor, Okhla Industrial Estate,
Phase-III, New Delhi-110020
CIN: L31900DL2009PLC195174

Date: 21st October, 2022

Place: Delhi



Certificate of Compliance in terms of Regulation 45 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 for the proposed change in name from "Wonder Fibromats Limited" to "Wonder Electricals Limited".

TO WHOM IT MAY CONCERN

I, CA Anoop Kumar Jairath, Practicing Chartered Accountant has verified the relevant records and documents of Wonder Fibromats Limited ("the Company") for the purpose of ascertaining its compliance with regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to its change in name from "Wonder Fibromats Limited" to "Wonder Electricals Limited"

In accordance with the information and explanations given to me and based on my examination of the records and documents of the Company, I hereby confirm and certify that the Company is in compliance with the following conditions as specified in Regulation 45(1) of Listing Regulations:

(a) A time period of at least one year has elapsed from the last change

There has been no change in the name of the Company since 05.07.2018. Therefore, to comply with the condition that time period of at least one year has elapsed from the last change does not arise.

(b) At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name.

There is no change in activity of the Company. The name change is proposed due to the word 'Fibromats' in the current name "WONDER FIBROMATS LIMITED" is not in line with the Company business operations and results in misconception in the market and is required to be replaced with the word "ELECTRICALS" in order to rename it as "WONDER ELECTRICALS LIMITED".

Therefore, the said condition relating to fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name does not arise.

(c) The amount invested in the new activity /project is at least fifty percent of the assets of the listed entity

The Company proposes to change the name for the reasons stated in (b) above and not due to any new activity. Therefore, the said condition relating to the amount invested in the new activity/project being at least fifty percent of the assets of the listed entity does not arise.

**For AYK & Associates
Chartered Accountants
FRN: 018591C**

**CA Anoop Kumar Jairath
(Partner)
Membership No. 086515
UDIN: 22086515BBQLQL3177**

**Place: New Delhi
Date: 14.10.2022**

C-24, Ground Floor, Sector-2, Noida-201301 (U.P.), India
Ph.: +91-120-4124996
Email : yogesh@aykca.com
Website: www.aykca.com

ANNEXURE-A

Details of Director seeking Appointment at the EGM in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 is furnished Below:

Name of the Director	Mrs. Monam Kapoor																								
Director Identification Number	09278005																								
Category	Non-Executive Independent Director																								
Date of Birth	16.09.1988																								
Age	34 years																								
Nationality	Indian																								
Date of First Appointment on the Board	21 st October 2022																								
Relationship with Directors and KMPs	No inter-se relationship with any Director or KMP of the Company																								
Qualifications	PGDBM (Operations Management) and BCA																								
Expertise in specific functional area	She has more than 8 years of experience in the field of Information Technology, Finance Management, and Business Management etc. Her in-depth knowledge of accounts and finance, ability of business decision making power will help in company's long-term growth and sustainability. She also has vast knowledge and interest in Stock Market.																								
Details of Board Meetings attended by the Director during the year [FY 22-23]	0 out of 0																								
Terms and Conditions of appointment/along with remuneration.	As per resolution no. 3 of the Notice of this meeting read with explanatory statement thereto.																								
List of Directorships held in other listed entities	<ul style="list-style-type: none">- Elitecon International Limited- Krishna Ventures Limited- Oscar Global Limited- Rajnish Wellness Limited- Rita Finance and Leasing Limited- Trimurthi Limited																								
Membership/Chairmanship of Committees across all Public Companies other than Wonder Fibromats Limited	<p>1. Rita Finance and Leasing Limited</p> <table border="1"><thead><tr><th>Committee Name</th><th>Designation</th></tr></thead><tbody><tr><td>Audit Committee</td><td>Chairperson</td></tr><tr><td>NRC</td><td>Chairperson</td></tr><tr><td>SRC</td><td>Member</td></tr></tbody></table> <p>2. Oscar Global Limited</p> <table border="1"><thead><tr><th>Committee Name</th><th>Designation</th></tr></thead><tbody><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>NRC</td><td>Member</td></tr><tr><td>SRC</td><td>Member</td></tr></tbody></table> <p>3. Krishna Ventures Limited</p> <table border="1"><thead><tr><th>Committee Name</th><th>Designation</th></tr></thead><tbody><tr><td>Audit Committee</td><td>Chairperson</td></tr><tr><td>NRC</td><td>Chairperson</td></tr><tr><td>SRC</td><td>Chairperson</td></tr></tbody></table>	Committee Name	Designation	Audit Committee	Chairperson	NRC	Chairperson	SRC	Member	Committee Name	Designation	Audit Committee	Member	NRC	Member	SRC	Member	Committee Name	Designation	Audit Committee	Chairperson	NRC	Chairperson	SRC	Chairperson
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4. Elitecon International Limited

Committee Name	Designation
Audit Committee	Member
NRC	Member
SRC	Chairperson

* NRC- Nomination and Remuneration committee
SRC-Stake holders Relationship committee

Shareholding in the company including shareholding as a beneficial owner

NIL

Listed entities from which the Director has resigned in the past three years

NIL

Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements

Mrs. Monam Kapoor has more than 8 years of experience in the field of Information Technology, Finance Management, and Business Management etc. Her in-depth knowledge of accounts, IT, Management and finance, ability of business decision making power will help in company's long-term growth and sustainability. She also has vast knowledge and interest in Stock Market.
