

Date: November 24, 2022

<p>To, Listing Compliance Department National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot no. C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051</p> <p><b>Scrip Symbol: WFL</b> <b>ISIN: INE02WG01016</b></p>	<p>To, BSE Limited Corporate Relation Department 1st Floor, New Trading Ring Rotunga Building Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001</p> <p><b>Scrip Code: 543449</b></p>
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**Sub: Submission of Voting Results and Scrutinizer's Report of the Extra Ordinary General Meeting ("EGM") of the Company held on November 24, 2022**

Dear Sir/Madam,

In continuation to our letter dated November 24, 2022, please find enclosed the following:

1. Voting Results of the business transacted at the EGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure A.**
2. Report of the Scrutinizer dated November 24<sup>th</sup>, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure B.**

The Voting Results along with the Scrutinizer's Report dated November 24, 2022 is made available on the Company's website at [www.wonderfibromats.com](http://www.wonderfibromats.com). The results will also be uploaded on NSDL website at [www.nsdl.co.in](http://www.nsdl.co.in).

You are requested to kindly take the same on record.

Thanking you,

**For Wonder Fibromats Limited**

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

**Encl:** As above

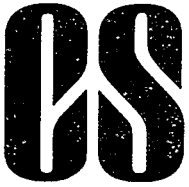
## Annexure-A

Company Name		WONDER FIBROMATS LIMITED							
Date of the EGM		24-11-2022							
Record Date		17-11-2022							
Total number of shareholders on record date		1523							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		NA							
Public:		NA							
No. of Shareholders attended the meeting through Video Conferencing									
Promoters and Promoter Group:		6							
Public:		17							
No. of resolution Passed in the meeting		3							
Resolution No.	1								
Resolution required: (Ordinary/ Special)	SPECIAL - APPROVAL FOR CHANGE IN NAME OF THE COMPANY								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	96,20,640	96,20,640	100.0000	96,20,640	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		96,20,640	100.0000	96,20,640	0	100.0000	0.0000	
Public- Institutions	E-Voting	13,39,050	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	24,41,110	14,81,546	60.6915	14,81,436	110	99.9926	0.0074	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		14,81,546	60.6915	14,81,436	110	99.9926	0.0074	
<b>Total</b>		<b>1,34,00,800</b>	<b>1,11,02,186</b>	<b>82.8472</b>	<b>1,11,02,076</b>	<b>110</b>	<b>99.9990</b>	<b>0.0010</b>	



Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - APPROVAL FOR ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION OF THE COMPANY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	96,20,640	96,20,640	100.0000	96,20,640	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		96,20,640	100.0000	96,20,640	0	100.0000	0.0000
Public- Institutions	E-Voting	13,39,050	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	24,41,110	14,81,546	60.6915	14,81,436	110	99.9926	0.0074
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14,81,546	60.6915	14,81,436	110	99.9926	0.0074
<b>Total</b>		<b>1,34,00,800</b>	<b>1,11,02,186</b>	<b>82.8472</b>	<b>1,11,02,076</b>	<b>110</b>	<b>99.9990</b>	<b>0.0010</b>
Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL -TO APPROVE THE APPOINTMENT OF MRS. MONAM KAPOOR (DIN:09278005) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	96,20,640	96,20,640	100.0000	96,20,640	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		96,20,640	100.0000	96,20,640	0	100.0000	0.0000
Public- Institutions	E-Voting	13,39,050	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	24,41,110	14,81,546	60.6915	14,81,436	110	99.9926	0.0074
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14,81,546	60.6915	14,81,436	110	99.9926	0.0074
<b>Total</b>		<b>1,34,00,800</b>	<b>1,11,02,186</b>	<b>82.8472</b>	<b>1,11,02,076</b>	<b>110</b>	<b>99.9990</b>	<b>0.0010</b>





# RUBINA VOHRA & ASSOCIATES

## COMPANY SECRETARIES

### CONSOLIDATED SCRUTINIZER REPORT

*Pursuant to the provision of Section 108 of the Companies Act 2013 read with Companies (Management and Administration) Rules, 2014, as amended*

To  
The Chairman  
Wonder Fibromats Limited  
45, Ground Floor, Okhla Industrial Estate,  
Phase-III, Delhi-110020

**Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended for the Extra-Ordinary General Meeting of Wonder Fibromats Limited, held on Thursday, November 24, 2022 at 11:00 A.M. (IST) through video conferencing/ other audio-visual means**

I, Rubina Vohra, Company Secretary in Whole Time Practice, having Membership Number FCS 9277 and Certificate of Practice Number 10930 have been appointed as scrutinizer by the Board of Director of the Company vide resolutions passed on 21<sup>st</sup> October 2022 for the purpose of scrutinizing the Voting Process in a fair and transparent manner i.e. remote e-voting and e-voting during the Extra Ordinary General Meeting (EGM) under the provision of Section 108 of the Companies Act ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020 20/2020, 02/2021, 21/2021, 02/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 17, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 respectively (MCA Circulars) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIRP/P/2022/62, dated May 13, 2022, issued by the Securities Exchange Board of India (SEBI Circular) on the resolution mentioned in Notice dated 21<sup>th</sup> October 2022 for the EGM of the Company held on 24<sup>th</sup> Day of November 2022 at 11:00 A.M. through Video Conferencing / Other Audio Visual Means (OAVM) facility.

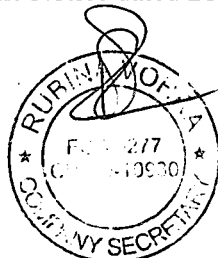
The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules thereof including MCA Circulars relating to remote e-voting and e-voting during the Extra Ordinary General Meeting.



My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make Scrutinizer's Report of the votes cast in favour or against and invalid votes on the above resolution, based on the reports generated from the Remote E-Voting and E- voting System provided by the National Securities depository Limited (NSDL) the authorized agency to provide remote e-voting facilities and engaged by the Company for that purpose.

I hereby submit my report as under:

1. The EGM Notice was circulated by the Company to the shareholders whose email addresses are registered with the Company/Depositories for convening of EGM of the Company on Thursday, 24<sup>th</sup> November, 2022 at 11:00 A.M. (IST) through VC / OAVM to transact the business, as set out in the EGM Notice, as stated above, in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020 20/2020, 02/2021, 21/2021, 02/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 17, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 respectively (MCA Circulars) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIRP/P/2022/62, dated May 13, 2022, issued by the Securities Exchange Board of India (SEBI Circular) permitting the Companies to hold Meetings without the physical presence of Members at a common venue. The dispatch of the Notice of EGM through e-mails was completed on **Wednesday, November 02, 2022.**
2. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also released an advertisement, which was published 21 days before the date of the EGM in English in '**Financial Express**' newspaper and in Hindi in '**Jansatta.**' newspaper Delhi edition dated 03<sup>rd</sup> November, 2022 respectively. The notice published in the newspaper carried the required information as specified in Sub Rule (v) (a) to (h) of the said Rule 20.
3. The remote e-voting period commenced on **Monday, November 21, 2022 at 09:00 A.M. and ended on Wednesday, November 23, 2022 at 05:00 P.M.** via e-voting platform on the designated website of National Securities Depository Limited (NSDL), Authorized Agency to provide e- voting facility viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
4. The Company had also provided e-voting facility to the Members present during the EGM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
5. The members of the Company whose name were recorded in the Register of Member or in the register of Beneficial owners maintained in the depositories as on the **Cut-off date i.e., 17<sup>th</sup> November 2022** were entitled to avail the facility of remote e-voting as well as e-voting at the EGM on the proposed resolution(s) as set out in the Notice dated 21<sup>st</sup> October 2022.



6. On completion of e-voting during the EGM, the report on e-voting done at the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked by me in the presence of two witnesses Ms. Rolly Tiwari & Ms. Pratibha Gusain who were not in the employment of the company and were counted.



(Rolly Tiwari)

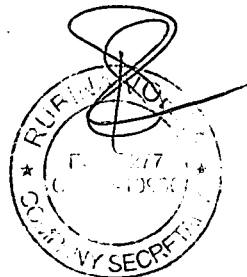


(Pratibha Gusain)

7. The details containing the list of the shareholders who casted their votes through remote e-voting and e-voting during the EGM on each of the resolutions was downloaded from the e-voting website of NSDL (<http://www.evoting.nsdl.com>).
8. I have scrutinized and reviewed the remote e-voting and e-voting facility provided to shareholders during the EGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
9. No members have voted through both modes i.e., remote e-voting as well as e-voting in the EGM.
10. The results of Remote E-Voting together with the e-voting conducted during the EGM by way of electronic means are as under:

**RESOLUTION NO. 01: APPROVAL FOR CHANGE IN NAME OF THE COMPANY.**

SPECIAL RESOLUTION				
Particulars	Number of Valid Votes			Percentage
	E-voting during the EGM	Remote e-Voting	Total no. of votes casted (shares)	
Assent	3	32	11102076	99.9926
Dissent	0	1	110	0.0074
Total	3	33	11102186	100.0000



**RESOLUTION NO. 02: APPROVAL FOR ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION OF THE COMPANY.**

<b>SPECIAL RESOLUTION</b>				
	<b>Number of Valid Votes</b>			
<b>Particulars</b>	<b>E-voting during the EGM</b>	<b>Remote e-Voting</b>	<b>Total no. of votes casted (shares)</b>	<b>Percentage</b>
Assent	3	32	11102076	99.9926
Dissent	0	1	110	0.0074
Total	3	33	11102186	100.0000

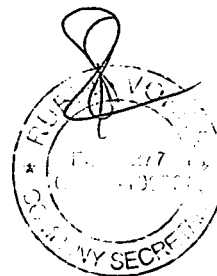
**RESOLUTION NO. 03: TO APPROVE THE APPOINTMENT OF MRS. MONAM KAPOOR (DIN:09278005) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

<b>SPECIAL RESOLUTION</b>				
	<b>Number of Valid Votes</b>			
<b>Particulars</b>	<b>E-voting during the EGM</b>	<b>Remote e-Voting</b>	<b>Total no. of votes casted (shares)</b>	<b>Percentage</b>
Assent	3	32	11102076	99.9926
Dissent	0	1	110	0.0074
Total	3	33	11102186	100.0000

11. All registers, relevant records and other electronic data and particulars of shareholders related to remote e-voting and e-voting at the EGM will remain in my safe custody until the Chairman Consider, approve and signs the minutes of the EGM and the same shall be handed over to the Company Secretary of the Company for safe keeping.

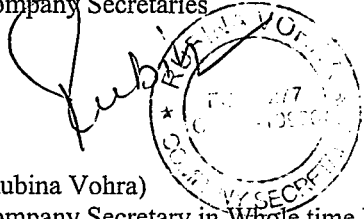
**RESULT**

All the Resolutions mentioned in the EGM Notice dated 21<sup>st</sup> October, 2022 as per the details above stands passed under Remote E-voting and voting conducted at EGM electronically with the requisite majority and hence deemed to be passed as on the date of the EGM i.e., **24<sup>th</sup> November 2022.**



Thanking You

For M/s Rubina Vohra & Associates  
Company Secretaries



(Rubina Vohra)  
Company Secretary in Whole time Practice  
FCS-9277  
COP No. 10930

**UDIN: F009277D002125875**

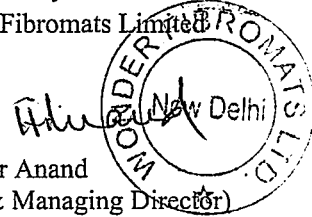
Scrutinizer appointed by the Board of Directors for the Voting Process  
(Including Remote E-Voting and E-Voting during EGM)

Date: 24.11.2022

Place: Noida

Counter Signed by:

For Wonder Fibromats Limited



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