



FORMERLY KNOWN AS

WONDER FIBROMATS LIMITED

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

CIN: L31900DL2009PLC195174

INFO@WONDERELECTRICALS.COM

WWW.WONDERELECTRICALS.COM

## NOTICE OF POSTAL BALLOT

Dear members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“**the Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), for the approval of the Members of **Wonder Electricals Limited Formerly known as Wonder Fibromats Limited (“Company”)** through Postal Ballot by voting through electronic means (“remote e-voting”) on the Special Resolutions set out hereinafter.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (“**Notice**”) is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (‘RTA’) / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited (‘NSDL’) for the purpose of providing remote e-voting facility to its Members.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on March 04th, 2024, has appointed Ms. Rubina Vohra, Proprietor, M/s. Rubina Vohra & Associates, practising Company Secretary, Noida (U.P.) (Membership No. F9277 and Certificate of Practice No. 10930), as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. She has communicated his willingness to be appointed and will be available for the said purpose.

The remote e-voting period commences from **9.00 a.m. (IST) on Tuesday, March 12, 2024, and ends at 5.00 p.m. (IST) on Wednesday, April 10, 2024**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before **Friday, April 12, 2024**. The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website [www.wonderelectricals.com](http://www.wonderelectricals.com) and on the website of National Securities Depository Limited (“NSDL”) <http://www.evoting.nsdl.com/>.

**PLANT NO. 1**

KHASRA NO. 105-106, RAIPUR INDUSTRIAL AREA,  
BHAGWANPUR, ROORKEE, UTTARAKHAND - 247667

**PLANT NO. 2**

PLOT NO. 4, INDUSTRIAL PARK, KUCHARAM VILLAGE,  
MANOHARABAD MANDAL, MEDAK, TELANGANA - 502336

**PLANT NO. 3**

PLOT No. 33, SECTOR 8A, SIDCUL,  
HARIDWAR, UTTARAKHAND, 249403

## **RESOLUTION:**

### **1. TO DESIGNATE AND APPOINT MR. YOGESH SAHNI (DIN: 00811667), EXECUTIVE DIRECTOR AS MANAGING DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and read with rules made thereunder (including any statutory modification(s) or any re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Shareholders be and is hereby accorded to designate and appoint Mr. Yogesh Sahni (DIN 00811667) Executive Director as Managing Director of the Company for a period of (5) five years with effect from March 04, 2024, liable to retire by rotation, on such terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year, as set out in the explanatory statement annexed to the notice convening the meeting;

**RESOLVED FURTHER THAT** the terms and conditions of appointment and remuneration specified in the Explanatory Statement may be revised, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the “Board”), in its absolute authority, as it may deem fit;

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**By Order of the Board of Directors**

**Date: 04.03.2024**  
**Place: New Delhi**

**Sd/-**  
**Dhruv Kumar Jha**  
**Company Secretary & Compliance Officer**

## **Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**‘the Act’**) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**‘Notice’**).
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from KFin Technologies Limited, the Company’s Registrar and Transfer Agent (**‘RTA’**) / Depositories as on Friday, March 08, 2024 (**‘Cut-Off date’**) and whose email addresses are registered with the Company/RTA/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e., Friday, March 08, 2024.

3. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are mentioned in Note No.11 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
5. The e-voting facility is available at the link – [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The e-voting event number (EVEN) and the period of e-voting are set out below:

<b>EVEN</b>	<b>Commencement of E-voting</b>	<b>End of E-voting</b>
128106	Tuesday, March 12, 2024 9:00 AM (IST)	Wednesday, April 10, 2024 5:00 PM (IST)

During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

6. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.wonderelectricals.com](http://www.wonderelectricals.com), the relevant section of the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) on which the Shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot Process i.e., April 10, 2024.
9. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., Wednesday, April 10, 2024. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

**11. The instructions for remote e-voting by Members are as under:**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**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>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. 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.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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.**

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 login. 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) or Physical	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*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. 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 client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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 your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rassociatenoida@gmail.com](mailto:rassociatenoida@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful

attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022-48867000 and 022-24997000 or send a request to or email your query at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. 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@wonderelectricals.com](mailto:cs@wonderelectricals.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](mailto: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 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT**

**[Pursuant to Sections 102 and 110 of the Companies Act, 2013]**

**The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 of the accompanying Notice:**

**Item No. 1:**

Mr. Yogesh Sahni, a promoter director, has been on the Board of the Company since June 07, 2013. As per the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Article of Association of the Company, Mr. Yogesh Sahni is eligible to be designated as Managing Director of the Company.

As per the provision of 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the remuneration payable to Mr. Yogesh Sahni, Managing Director may exceed 5 per cent of the net profits of the Company in any year during the tenure of his appointment and the approval accorded herein shall also be deemed to be the approval as contemplated under Regulation 17(6)(e) of the Listing Regulations which specifies limits on promoter executive Directors’ remuneration.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience in different industries (packaging, stationery, construction) over the last 4 decades and exposure in the field of Manufacturing of component & materials used in the manufacturing of electric ceiling & exhaust Fans, the Board of Directors of the Company at its meeting held on 04<sup>th</sup> March 2024, has designate and approve the appointment of Mr. Yogesh Sahni (DIN 00811667), as Managing Director of the company for a period of 5 years w.e.f. 04<sup>th</sup> March, 2024 to 03<sup>rd</sup> March, 2029 (both days inclusive), subject to the approval of members, on such terms and conditions set out herein below.

1. The Managing Director shall perform their duties the supervision and control of the Board, be entrusted with substantial powers of Management
2. Period of Appointment: For the period of 5 years w.e.f. March 04, 2024



3. Remuneration Proposed:

The Remuneration payable to Mr. Yogesh Sahni will be as follows:

- I. Salary: Not Exceeding Rs. 32,00,000/- (Rupees Thirty-two Lakhs only) per annum.
  - II. Allowance, Perquisites and other benefits: As per Company's policies or as approved by the Board and/or Nomination and Remuneration Committee of the company from time to time.
  - III. The aggregate of Salary, together with perquisites, allowance and other benefits payable to Mr. Yogesh Sahni in any financial year shall not exceed Rs. 32,00,000/- (Rupees Thirty-Two lakhs only) per annum.
4. In addition to above, he shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the Companies Policy;
  5. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
  6. In case the Company has no profits or its profits are inadequate in any financial year during his tenure, the Company will pay remuneration by way of salary, benefits, perquisites and allowances as mentioned in point 3 above as minimum remuneration, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.
  7. The limits specified above are the maximum limits and the Nomination and Remuneration Committee / Board may in its absolute discretion pay to the above-mentioned Director lower remuneration and revise the same from time to time subject to the maximum limits stipulated above.
  8. The Managing Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Managing Directors are liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Yogesh Sahni under Section 190 of the Act. Other details of Mr. Sahni as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of SS-2 and other applicable provisions are provided in **Annexure – I** to this Notice.

Mr. Sahni is not debarred from holding the office of the director by virtue of any SEBI order or any other such authority. Accordingly, the Board of Directors recommends resolution as set out in item No. 1 for approval of the Shareholders of the Company by way of passing a **Special Resolution**.

Except Mr. Yogesh Sahni (Appointee), Mr. Siddhant Sahni and their relatives to the extent of their shareholding, if any, in the Company, none of other Directors or Key Managerial personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

**By Order of the Board of Directors**

Sd/-  
**Dhruv Kumar Jha**  
**Company Secretary & Compliance Officer**

**Date: 04.03.2024**  
**Place: New Delhi**

### Annexure-I

**Details of Director seeking appointment through the Postal Ballot in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 is furnished Below:**

<b>Name of the Director</b>	<b>Mr. Yogesh Sahni</b>
<b>Director Identification Number</b>	00811667
<b>Category</b>	Managing Director
<b>Date of Birth</b>	09/04/1958
<b>Age</b>	65 years
<b>Nationality</b>	Indian
<b>Date of First Appointment on the Board</b>	07 <sup>th</sup> June 2013
<b>Relationship with Directors and KMPs</b>	Father of Mr. Siddhant Sahni
<b>Qualifications</b>	M.com
<b>Expertise in specific functional area</b>	Mr. Sahni has been associated with different industries (packaging, stationery, construction) over the last 4 decades and has vast experience. He started fan manufacturing in 1988 and has built the business over the years.
<b>Details of Board Meetings attended by the Directors during the year [FY 23-24]</b>	7 out of 9
<b>Terms and Conditions of appointment/along with remuneration.</b>	As per resolution no. 1 of the Notice of this meeting read with explanatory statement thereto.
<b>List of Directorships held in other Companies</b>	NIL
<b>Membership/Chairmanship of Committees across other Public Companies</b>	NIL
<b>Shareholding in the company including shareholding as a beneficial owner</b>	9,41,350 - 7.02%
<b>Listed entities from which the Director has resigned in the past three years</b>	NIL

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