

Date: 24th August, 2021

To,

**The Manager
National Stock Exchange of India Limited (NSE)
Exchange Plaza, C-1, Block G,
Banda Kurla Complex,
Bandra (E), Mumbai-400051**

ISIN: INE02WG01016

SYMBOL: WFL

**SUB.: POSTAL BALLOT NOTICE- Disclosure pursuant to Regulation 30 of the SEBI (Listing
Obligation and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Further to the outcome of board meeting dated 23rd August, 2021, we are enclosing herewith a copy of Postal Ballot Notice dated 23rd August 2021 for seeking approval of Members of the Company by way of remote e-voting for the resolutions as set out in the notice itself.

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on **Friday, 20th August, 2021**. Members who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged service of National Securities Depository Limited "(NSDL)" for the purpose of providing e-voting facility to all its members. The voting period will commence from **Wednesday, 25th August, 2021, IST at 9.00 a.m.** and will end on **Thursday, 23rd September, 2021, IST at 5.00 p.m.**

The Notice of postal ballot along with necessary explanatory statements has been uploaded on the website of the company viz <http://wonderfibromats.com/annual-general-meeting-eogm/>

You are requested to kindly take the above information on record.

Thanking You,

For Wonder Fibromats Limited


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



Date: 24/08/2021

Place: New Delhi

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 POSTAL BALLOT/E-VOTING

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration Rules), 2014

Dear Shareholders,

Notice is hereby given that pursuant to the provisions of the Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the 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. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs (“MCA”) and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Businesses set out in this notice as both the Special and Ordinary Resolutions through Postal Ballot by the members of Wonder Fibromats Limited (“The Company”) only through Remote E-voting.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reason thereof is appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link <https://www.evoting.nsdl.com/> from **Wednesday, 25th August, 2021, 9.00 a.m. (IST) onwards to Thursday, 23rd September, 2021, 5.00 p.m. (IST)**. Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on Monday, 23rd August, 2021 has appointed Ms. Rubina Vohra, Practicing Company Secretary (Membership Number: FCS 9277, CP Number 10930), Proprietor of M/s. Rubina Vohra & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company or in his absence by such other Director of the company duly authorised or Company Secretary of the company, on or before Saturday, 25th September, 2021 at the Company’s registered office. In addition to the results being communicated to National Stock Exchange of India Limited (NSE), the results along with Scrutinizer’s report will also be placed on Company’s website viz. www.wonderfibromats.com , website of the NSDL viz. www.evoting.nsdl.com and shall also be available at the Company’s registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., **23rd September, 2021**.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (**only through Remote E-voting**):

SPECIAL BUSINESS:

ITEM NO. 1: -TO INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THEMEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder and pursuant to the provisions of the Articles of Association of the Company, consent of the members be and is hereby

accorded to increase the Authorized Share Capital of the Company from the existing Rs. 10,00,00,000/- (Rupees Ten Crores) consisting of 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 13,50,00,000/- (Rupees Thirteen Crores and Fifty Lakhs) consisting of 1,35,00,000 (One Crore Thirty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 35,00,000 (Thirty-Five Lakhs) Equity Shares of Rs.10/- each ranking pari passu in all respects with the existing Equity Shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause 5th.

“(5th) The Authorised Share Capital of the Company is Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs) consisting of 1,35,00,000 (One Crore Thirty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT Mr. Harsh Kumar Anand (Managing Director), Mr. Yogesh Anand (Director) and Mr. Kripank Kumar Singh (Company Secretary & Compliance Officer), be and are hereby severally authorized to file, sign, verify and execute all such e-forms with Registrar of companies, Delhi, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.”

ITEM NO. 2: AMENDMENT OF ANCILLARY OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof, for the time being in force), the rules framed there under, subject to the approval of the Registrar of Companies, Delhi, and subject to further terms and conditions, amendments or modifications as may be required or suggested by any of such appropriate authorities, the consent of the Members of the Company be and is hereby accorded to append the Memorandum of Association of Company in the following manner:

PART B OF CLAUSE 3RD OF MEMORANDUM OF ASSOCIATION, BE AND IS HEREBY AMENDED WITH THE MODIFICATION/INSERTION OF FOLLOWING SUB-CLAUSE(S) VIZ.:

- Sub-clause 2 of Part B of Clause 3rd of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

To apply for tender, offer, purchase or otherwise acquire any contracts, sub contracts, licences, options and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, perform or dispose off or otherwise turn to account the same.

- Sub-clause 9 of Part B of Clause 3rd of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

Subject to the Provisions of the Companies Act 2013, to amalgamate, reconstruct or enter into any partnership or partially amalgamate with or acquire an interest in the business of any other company, person or firm carrying on or engaging in or about to carry on or engage in any business or transaction included in the objects of the Company, or enter into any arrangement for sharing profits or losses or for any union of interest, joint venture, reciprocal concession or for cooperation, or for mutual assistance, with any such person, firm or company, or to acquire any business (by way of amalgamation, arrangement, demerger, merger or otherwise) and carry on any other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, and to give or accept by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.

- Sub-clause 15 of Part B of Clause 3rd of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bill of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open, close, modify or operate any kind of account in any bank or other financial services firm and to pay into and draw money from such accounts and operate the same in the ordinary course of the Company.

- Sub-clause 20 of Part B of Clause 3rd of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

To distribute as dividend or bonus among the members or to place reserve or otherwise to apply, as Company may, from time to time, think fit, determine any money received by way of premium on shares or debentures issued at a premium by the Company and any money's received in respect of forfeited shares and money arising from sales by the Company of forfeited shares, subject to the provisions of the Companies Act, 2013.

- Sub-clause 23 of Part B of Clause 3rd of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

Subject to the provisions of Companies Act, 2013 to subscribe contribute, gift or money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.

- Sub-clause 30 of Part B of Clause 3rd of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

To institute, conduct, defend or compound any legal proceedings by or against the company or its holding , subsidiary or associate, joint venture or affiliates or officers thereof or otherwise concerning their affairs and pay, satisfy or compromise any claim made against the company or any of its officers notwithstanding that the claims may not be valid at law and to initiate or refer or To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.

- Addition of the following sub clauses after the existing sub-clause (31) of clause 3rd (B) of the Memorandum of Association of the company as follows:

32. *To lend, advance or deposit money, either with or without security and give credit to such persons (including government) belonging to or entrusted to or at the disposal of the Company. However, the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.*
33. *Subject to the provisions of the Companies Act, 2013, to invest, apply for, take, purchase, and acquire or otherwise employ moneys belonging to or entrusted to or at the disposal of the Company upon securities, units of unit trusts of India, stocks, debentures, debenture stock, public sector bonds, bonds, savings certificates, shares with or without security, upon such terms as may be thought proper and, from time to time, to vary such trans-actions in such manner as the Company may think fit.*
34. *Subject to the provisions of Section 2(31), 73, 179 ,185 and 186 of the Companies Act, 2013 and the Regulations made thereunder and the directions issued by Reserve Bank of India(RBI), to receive money on loan and borrow or raise money on deposit at interest, or otherwise in such manner as the Company may think fit, for the purposes of financing the business of the Company and in particular by the issue or sale of any bonds, mortgages, debentures or debentures stocks, perpetual*

or otherwise, including debentures or debenture stock convertible into shares of this or any other company or perpetual annuities, and in security of any such money so borrowed, raised, or received to mortgage, hypothecate, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital by assignment or otherwise and to transfer or sell and exercise other powers as may seem expedient and to purchase, redeem, or pay any such securities.

- 35. To incur debts and obligation for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for any business or purpose of the Company.*
- 36. To accept gifts, bequests, devises or donations of any movable or immovable property or any rights or interest therein.*
- 37. To become a member of any institution, body, co-operative society or other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate with such association(s) such information as may be likely to promote or be conducive to the objects of the Company.*
- 38. To insure against losses, damages, risks, accidents and liabilities of all kinds, which may affect the Company whether, in respect of its contracts, agreements, advances or securities or in respect of servant, employees, officers and agents of the Company, or in respect of the property belonging to or leased to or hired by the Company, either by setting apart funds of the Company or by effecting such insurances and in the latter case to pay the premium and charges thereon.*
- 39. To advertise or adopt such means of making known the Company, its brand or its business activities or any articles or goods traded in or dealt with by the Company in any way as may be expedient whether electronic, print, digital or social media, press, public places and theatres, radio, television, circular, purchase and exhibition or work of arts or interest or by any other mode including conducting of competitions, exhibitions and giving of prizes, rewards and donations and to print and publish or have printed and published, journals, periodicals, newspaper, books, booklets, pamphlets, handbills and advertisement materials.*
- 40. To do all such other things as may be deemed incidental or conducive to the attainment or in furtherance of the objects specified in clause 3 as above.*

RESOLVED FURTHER THAT Mr. Harsh Kumar Anand (Managing Director), Mr. Yogesh Anand (Director) and Mr. Kripank Kumar Singh (Company Secretary & Compliance Officer), be and are hereby severally authorized to file, sign, verify and execute all such e-forms with Registrar of

companies, Delhi, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.”

ITEM NO. 3: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of section 5 and 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under (including any amendment, re-enactment or statutory modification thereof), the consent of the members be and is hereby accorded to adopt new set of Articles of Association in substitution for, and to the exclusion, of existing Articles of Association of the Company;

RESOLVED FURTHER THAT Mr. Harsh Kumar Anand (Managing Director), Mr. Yogesh Anand (Director) and Mr. Kripank Kumar Singh (Company Secretary & Compliance Officer), be and are hereby severally authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

ITEM NO. 4:- TO APPROVE THE ISSUANCE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESERVES:

To consider and if thought fit, to pass with or without modification, the following resolution as a **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provision of Section 63 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs.10/- (Ten) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company’s Registrars and Transfer Agents / List of

Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of Three (3) new fully paid up equity share of Rs.10/- (Rupees Ten only) each for every Five (5) existing equity share of Rs.10/- (Rupees Ten only) each held by the Members.

RESOLVED FURTHER THAT the Bonus equity Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (to be determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and no letter of allotment shall be issued to the allottees Bonus Shares.

RESOLVED FURTHER THAT if as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity shares to be allotted as bonus shares, the Company shall not issue any certificate or coupon in respect of such fractional shares, but the total number of such new equity shares representing such fractions shall be allotted by board to a nominee to be selected by the Board who would have been entitled to such fractions, in case the same were issued. Such nominee will as soon as possible sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holding and allotment of fractions thereof.

RESOLVED FURTHER THAT the bonus shares shall be issued to the allottees in the same mode as existing shares are held by them on the record date and the bonus equity shares in physical form shall thereafter be dispatched to the allottees, except in respect of those allottees who hold existing equity shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time;

RESOLVED FURTHER THAT the issue and allotment of the Bonus shares to Non- resident Members, Foreign Institutional investors (FIIs) & other foreign investors, be subject to the approval of the RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchange where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized severally or jointly to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto."

ITEM NO. 5: - TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM (EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE AND BSE LIMITED (BSE):

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

Note: In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favour of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter shareholders against the proposal.

“RESOLVED THAT pursuant to the Regulation 277 laid down in Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, the consent of shareholders of the company be and is hereby accorded for the purpose of migration of the Company’s present listing from SME Platform (EMERGE) of NSE to Main Board of NSE and BSE Limited.

RESOLVED FURTHER THAT Mr. Harsh Kumar Anand (Managing Director), Mr. Yogesh Anand (Director) and Mr. Kripank Kumar Singh (Company Secretary & Compliance Officer), be and are hereby jointly/ severally authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to NSE, BSE, Securities and Exchange Board of India, Registrar of the Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the company for the purpose of migration of the Company’s present listing SME Platform (EMERGE) of NSE to Main Board of NSE and BSE and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

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

Sd/-
KRIPANK KUMAR SINGH
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. A59926

Registered Office:

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

Place: Delhi

Date: 23rd August, 2021

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on 23rd August, 2021 has appointed Ms. Rubina Vohra, Practicing Company Secretary (Membership Number: FCS 9277, CP Number 10930), Proprietor of M/s. Rubina Vohra & Associates, Practicing Company Secretaries to act as “The Scrutinizer” for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. This Postal Ballot Notice is being sent by e-mail only, to all the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) (“Eligible Members”) as at close of business hours as on i.e., **Friday, August 20, 2021 (“Cut-off Date”)** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circulars No. 14/2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 22/ 2020 dated June 15, 2020, No. 33/ 2020 dated September 28, 2020 and No. 39/ 2020 dated December 31, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs.
4. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal Ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Members may note that the Postal Ballot Notice and Form will be available on the website on the Company www.wonderfibromats.com and on the website of National Securities Depository Limited (“NSDL”).
5. The voting period begins on **Wednesday, 25th August, 2021, 9.00 a.m. (IST) onwards to Thursday, 23rd September, 2021, 5.00 p.m. (IST)**. During this period, shareholders of the Company, holding shares in dematerialised form as on the cut-off date of 20th August, 2021, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut –Off date are requested to register their e-mail Ids by sending e-mail citing subject **“WONDER-Postal Ballot Registration of e-mail Id’s”** to Registrar and

share transfer Agent (RTA) of the Company, i.e., KFIN Technologies Private Limited at inward.ris@kfintech.com or to the Company at cs@wonderfibromats.com with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by NSDL.

7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorisation.
8. The results of the Postal Ballot will be declared on or before Saturday, 25th September, 2021. The results of the Postal Ballot will be hosted on the website of the Company viz. www.wonderfibromats.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson, or in his absence by such other Director of the company duly authorised or Company Secretary and it will display at Company's Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., 23rd September, 2021.
10. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., 20th August, 2021.
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
13. 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 (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., 23rd September, 2021.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with

National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

15. PROCEDURE/INSTRUCTIONS FOR REMOTE E-VOTING:

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 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
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select

Type of shareholders	Login Method
	“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.
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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

Type of shareholders	Login Method
	successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in Demat 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)	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. 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. 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.
 - 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, your PAN, your name and your registered address etc.
- III) 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.

<u>General Guidelines for shareholders</u>

- | |
|--|
| <ol style="list-style-type: none">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 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. 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?” 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at 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. 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 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 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

ITEM NO. 1: -TO INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Presently, the Authorised Share Capital of the Company stands at Rs. 10,00,00,000/- (Rupees Ten Crores) consisting of 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Board of Directors propose to expand the capital base of the Company from the existing paid-up share capital by way of issue of fully paid-up bonus share as proposed in Item No. 3. For that, The Board of Directors of the Company at its meeting held on 23rd August, 2021 decided to increase the

Authorized Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores) consisting of 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 13,50,00,000/- (Rupees Thirteen Crores and Fifty Lakhs) consisting of 1,35,00,000 (One Crore Thirty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

Pursuant to Section 13, 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a resolution to the effect.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 1 of this Notice except to the extent of their shareholdings in the Company, if any.

Your Board recommends the resolution for approval of the Members as **Ordinary Resolution**.

ITEM NO. 2: AMENDMENT OF ANCILLARY OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

Considering the growth prospects and diversification of business of the Company, its necessary to enhance the limits of powers of Company through insertion of the same in the ancillary objects clauses of the Memorandum of Association (MOA) of the Company.

Accordingly, Company needs to amend ancillary object Clause 3 (B) of the Memorandum of Association of the Company in the manner as set out in item no. 2 above.

The board of Directors at their meeting held on 23rd August 2021, has approved (subject to the approval of shareholders) the amendment in the Memorandum of Association of the company as aforesaid.

A copy of the Existing and proposed amended Memorandum of Association of the Company will be available for inspection by the members at the registered office on any working day during Business hour of the Company. The MOA of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No.2 of this Notice except to the extent of their shareholdings in the Company, if any.

Your Board recommends this resolution for approval of the Members as **Special Resolution**.

ITEM NO. 3: - ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF COMPANIES ACT, 2013

The Members are informed that in view of various notification of Companies Act, 2013 and rules there under, various articles in the existing Articles of Association necessitate amendment and/or alteration in order to reflect inter-se, various amended provisions of the Companies Act, 2013 and rules made thereunder.

Thus, It is proposed to adopt new set of Articles of Association of the company and as per the provisions of Section 14 of the Companies Act, 2013, alteration in the Articles of Association of the Company requires approval of shareholders of the Company by way of Special Resolution and hence placed for seeking approval of shareholders.

A copy of the Existing and proposed amended Article of Association of the Company will be available for inspection by the members at the registered office on any working day during Business hour of the Company. The AOA of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No.3 of this Notice except to the extent of their shareholdings in the Company, if any.

Your Board recommends this resolution for approval of the Members as **Special Resolution**.

ITEM NO. 4 - TO CONSIDER AND APPROVE THE ISSUANCE OF FULLY PAID-UP BONUS SHARES:

The equity shares of the Company are listed on the SME Platform of NSE (Emerge). The members are aware that the operations and performance of the Company has been stable over the past years, which has generated considerable interest in the Company's equity shares in the Market. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on 23rd August, 2021, considered it desirable to recommend issue of Bonus shares in the ratio of Three (3) equity share for every Five (5) existing equity share subject to approval of the shareholders and such other authorities as may be necessary. The issue of Bonus shares by capitalization of reserves is authorized by the existing Articles of Association of the Company.

The Bonus Shares so allotted shall rank pari passu in all respect with the fully paid-up Equity Shares of the Company as existing on the Record Date.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No.4 of this Notice except to the extent of their shareholdings in the Company, if any.

Your Board recommends this resolution for approval of the Members as **Ordinary Resolution**.

ITEM NO. 5: -TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM (EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE AND BSE LIMITED (BSE):

The Company's shares have been listed on a SME Platform of NSE (Emerge) since 6th August, 2019 to till date. As because of Proposed Issue of Bonus Shares, paid up capital of the company is proposed to be increased to Rs. 13.40 crore i.e., to increase beyond ten crore rupees and Company is also listed on SME platform of NSE (Emerge) for more than Two (2) Years. As stated in SEBI (ICDR)

Regulation, 2018 it is an option to migrate from SME Platform of NSE (Emerge) to Main Board of NSE and BSE. Further, In view of increasing business activities and for strong brand building, the Board of Directors in its meeting held on 23rd August, 2021 has accordingly decided to migrate the Company's Listing from SME Platform of NSE (Emerge) to Main Board of NSE & BSE. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company. By Migrating on the Main Board, the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No.5 of this Notice except to the extent of their shareholdings in the Company, if any.

Your Board recommends this resolution for approval of the Members as **Special Resolution**.

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

Sd/-
KRIPANK KUMAR SINGH
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. A59926

Place: Delhi
Date: 23rd August, 2021