

WONDER FIBROMATS LIMITED

Transcript of the Extra-ordinary General Meeting (EGM)

Day: Thursday

Date/Time: 24th November 2022/ 11:00 A.M.

Venue: Through video-conferencing facility

Welcome speech by Mr. Kripank Kumar Singh, Company Secretary:

A very good morning to everyone, I hope that you and your family are safe and in good health. I, Kripank Kumar Singh, Company Secretary of the Company, joining this meeting from registered office of the Company based in Delhi. I welcome you all to this Extra-Ordinary General meeting of **Wonder Fibromats Limited** which is being held today through video conferencing in accordance with provisions of the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI listing regulations.

I would like to highlight certain points to the members:

1. All the members who have joined this meeting are by default placed on mute mode to avoid any disturbance and to ensure smooth and seamless conduct of the meeting.
2. Please ensure that Wi-Fi is not connected to any other devices, no other background applications are running to avoid any disturbance during the meeting.
3. Pursuant to the MCA circular dated 08th April 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast votes for the members is not available for this EGM. However, the body corporates are entitled to appoint authorized representatives to attend the EGM through video and other audio-visual means and participate and cast their votes through e-voting.
4. The proceedings of this meeting are being recorded for compliance purposes.
5. The facility of participation at the EGM through video conferencing or other audio/visual means has been made available for members on first come first serve basis.
6. Since this EGM is being conducted through Video Conferencing without the physical presence of the Members at a common venue, the proceedings of this

meeting shall be deemed to be conducted at the Registered Office of the Company.

7. The members were provided an opportunity to inspect all documents referred to in the notice and the explanatory statement by writing to the Company at the email id cs@wonderfibromats.com till the date of EGM.
8. We have provided an opportunity to the members, if they want to express their views or ask question and seek clarifications on the resolutions set out in the Notice, as a speaker during the EGM by sending a request by e-mail mentioning required details at cs@wonderfibromats.com from Wednesday, 09th November, 2022 from 09:00 A.M. to Friday, 11th November, 2022 till 5:00 P.M.

We have received request from 4 members as speaker shareholder in today's EGM and the same will be addressed by the Chairman in question-answer session.

As per Section 104 of the Companies Act, 2013 and Article 87 of Articles of Association of the Company, the Chairman of the Board shall preside at the general meetings of the Company. Accordingly, Mr. Harsh Kumar Anand will chair this Extraordinary General Meeting.

Now, I would request Chairman of the Company, Mr. Harsh Kumar Anand Sir to chair the meeting and start the EGM proceedings.

Thank You.

Mr. Harsh Kumar Anand (Chairman & Managing Director)

Thank you, Kripank.

Good morning, Dear Shareholders.

I, Harsh Kumar Anand, Chairman & Managing Director of Wonder Fibromats Limited, attending this meeting from the registered office of the Company at Delhi, welcome you all to this Extra-Ordinary General Meeting of your company.

I welcome other colleagues on the board of your company to this Extra-Ordinary General meeting. Now I request my co-panelists on the video conference to introduce themselves.

Mr. (Chairman): Mr. Yogesh Sahni

Mr. Yogesh Sahni

Good morning, everyone. I am Yogesh Sahni, Executive Director of the company and I am attending this EGM from registered office of the Company at DELHI. Thank you.

Mr. (Chairman): Mr. Karan Anand

Mr. Karan Anand

Good morning, I am Karan Anand, Whole time Director of the company. I am attending this EGM from company's plant at Roorkee. Thank you.

Mr. (Chairman): Mr. Jatin Anand

Mr. Jatin Anand

Good morning, everybody. I am Jatin Anand, Whole time Director of the company. I am attending this EGM from registered office of the Company at DELHI. Thank you.

Mr. (Chairman): Mr. Siddhant Sahni

Mr. Siddhant Sahni

Good morning, everyone. I am Siddhant Sahni, Whole time Director of the company. I am attending this EGM from company's plant at Roorkee. Thank you.

Mr. (Chairman): Mrs. Neerja Sahni

Mrs. Neerja Sahni

Good morning. I am Neerja Sahni, Executive women director of the company. I am attending this EGM from my residence in Delhi. Thank you.

Mr. (Chairman): Mrs. Monam Kapoor

Mrs. Monam Kapoor

Good morning, everyone. I am Monam Kapoor. I am an additional Director under independent category of the company. I am attending this EGM from my residence in Ghaziabad. Thank you.

Mr. (Chairman): Mr. Jugal Kishore Chugh

Mr. Jugal Kishore Chugh

Good morning, everyone. I am Jugal Kishore Chugh. I am an independent director of the company. I am also the Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and CSR committee of the company. I am attending this EGM from registered office of the Company at DELHI. Thank you.

Mr. (Chairman): Mr. Sunil Malhotra

Mr. Mr. Sunil Malhotra

Good morning. I Sunil Malhotra, an independent director of the Company and I am attending this EGM from my residence in Gurugram. Thank you.

Mr. (Chairman): Mr. Praveen Chand Khanna

Mr. Praveen Chand Khanna

Good morning, everyone. I am Praveen Chand Khanna. I am an independent Director of the company. I am attending this EGM from my office in Delhi. Thank you.

Mr. (Chairman): Mr. Ankit Tiwari

Mr. Ankit Tiwari

Good morning, everyone. I am Ankit Tiwari. I am an independent director of the company. I am attending this EGM from my office at Rajender Place, Delhi. Thank you.

Mr. (Chairman): Mr. Vishal Singh

Mr. Vishal Singh

Good morning, everyone. I am Vishal Singh. I am an independent director of the company. I am attending this EGM from my office in Delhi. Thank you.

Mr. (Chairman): Mr. Gaurav Munjal

Mr. Gaurav Munjal

Good morning, everyone. I am Gaurav Munjal. I am an independent director of the company. I am attending this EGM from my office in Delhi. Thank you.

Mr. (Chairman): Mr. Yogesh Anand, Director and CFO of the Company expressed his inability to attend this meeting due to being out of country.

We also have with us Mr. Yogesh Garg, partner at M/s AYK & Associates, Chartered Accountants, Statutory Auditors of the Company and Ms. Rubina Vohra, Practicing Company Secretary (Proprietor at M/s Rubina Vohra & Associates) Secretarial Auditor of the Company and Scrutinizer for this EGM.

I Thank you all for participating virtually today.

We have the requisite quorum present in this meeting; I call this meeting to order.

I am satisfied that all the efforts feasible under the circumstances have been made by the Company to enable Members to participate and vote on the items being considered at this meeting.

The EGM notice along with explanatory statement and required annexures have already been sent by electronic mode to those members whose e-mail addresses are registered with the Company or the Depositories. The same has also been made available on the Company's website and on the website of the Stock Exchanges.

Considering the above, with your kind permission I take the Notice convening the meeting as read.

Since this meeting is being held through Video Conferencing/Other Audio Visual Means and the resolutions mentioned in the Notice convening this meeting have already been put to vote through "e-voting", hence there would be no proposing and seconding of resolutions.

Now I Request the Company Secretary to read out the agenda items, necessary instructions and arrangements made for the Members to vote at the meeting.

Thank you.

Mr. Company Secretary

Thank you, Sir

Dear Members

In terms of the notice of the Extra-Ordinary General Meeting dated 21st October 2022, the following items of special business are to be considered at this meeting:

Agenda Item No. 1.

- *APPROVAL FOR CHANGE IN NAME OF THE COMPANY FROM “WONDER FIBROMATS LIMITED” TO “WONDER ELECTRICALS LIMITED” by way of passing special resolution.*

Agenda Item No. 2.

- *APPROVAL FOR ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION OF THE COMPANY CONSEQUENT TO NAME CHANGE by way of passing special resolution.*

Agenda Item No. 3.

- *TO APPROVE THE APPOINTMENT OF MRS. MONAM KAPOOR (DIN:09278005) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS w.e.f. October 21, 2022, till October 20, 2027.*

The text of the above 3 resolutions and explanatory statements has already been provided along with the Notice and has also been circulated to the members.

Those were the business items on our agenda.

Now, I want to inform the members about the voting arrangements and necessary instructions.

In accordance with the provisions of the Companies Act and the SEBI Listing Regulations, the members have been provided with the facility to exercise their right to vote by electronic means both through remote e-voting facility and e-voting

during the Meeting.

For this purpose, the company has tied up with the e-voting system of National Securities Depository Limited (NSDL) for facilitating voting through electronic means as the authorized agency.

Members may please note that the Company had provided the remote e-voting facility to all the persons who were members as on the cut-off date i.e. Thursday 17th November, 2022 for voting on resolutions set out in the notice of EGM. The remote e-voting was kept open from Monday, 21st November, 2022 (09:00 A.M.) to Wednesday, 23rd November, 2022 (05:00 P.M.). Members who have not cast their votes yet through remote e-voting facility and who are participating in this meeting can cast their vote during the EGM.

Members may note that the e-voting facility on NSDL platform will continue to be available for 15 minutes after the closure of this meeting. Therefore, members who have not cast their vote yet are requested to do so.

Your company has appointed M/s. Rubina Vohra & Associates, Practicing Company Secretary as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The e-voting results along with the scrutinizer report will be declared within 2 working days from the conclusion of the EGM. The E-voting results declared along with scrutinizers report will also be submitted to the stock exchanges and will also be placed on the website of the company.

Now, we move towards our question and answer session.

I will announce the name of the Shareholders who have been registered as speaker for this meeting. The speaker shareholder, if present, will then be unmuted by the Moderator. The Shareholder is requested to ask queries/clarification with respect to agenda items placed in this meeting and be brief and limit their queries or views to 2 minutes.

The speaker shareholder who could not join due to any connectivity issue from speaker shareholders' end is requested to send their queries or views or clarifications by email. The same shall be replied suitably by the Company.

Now I would like the Moderator to unmute our 1st Speaker Shareholder:

Mr. Lokesh Gupta

Now I would like the Moderator to unmute **Mr. Manjit Singh**

Now I would like the Moderator to unmute **Mr. Gagan Kumar**

Now I would like the Moderator to unmute **Mr. Sarvjeet Singh**

Moderator: Speaker Shareholder, please switch on your webcam, unmute yourself, and proceed with your question.

Question/answer session

Mr. (Chairman): So, I think with this I have answered all the queries.

All the items of business as per the Notice of this meeting have been taken-up. The resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of requisite number of votes.

On behalf of the Board of Directors and the management of Wonder Fibromats Limited, I convey our sincere thanks to all the Members for attending and participating in this meeting. . Take Care and stay safe.

With this, I hereby declare the proceedings of the EGM as complete and concluded. Thank you.

Mr. Company Secretary: Thank you, Sir.
