

NOTICE OF SEPARATE/CLASS MEETING OF EQUITY SHAREHOLDERS

Notice is hereby given that a Separate/ Class Meeting of Equity Shareholders of Wonder WallCare Private Limited will be held on Wednesday, January 15th, 2025 at 01:00 P.M. at the Registered Office of the Company situated at C/O R K Marble Private Limited, Makrana Road, Madanganj, Kishangarh, Ajmer-305801, Rajasthan, India to transact the following business:-

SPECIAL BUSINESS:

Item No. 1: Variation in the terms and conditions of redemption of Non-Cumulative Non-Convertible Redeemable Preference Shares.

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution with requisite majority:

“RESOLVED THAT pursuant to the provisions of Section 48, 55 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification and re-enactment thereof for the time being in force) consent of the Equity Shareholders of the Company be and is hereby accorded to vary/alter the terms and conditions of redemption of Non-Cumulative Non-Convertible Redeemable Preference Shares (hereinafter referred to as “Preference Shares”) as mentioned below:

- 1) The period of redemption of below mentioned Preference Shares shall be extended for a period of 2 years and accordingly the ***“The Preference Shares shall be redeemed at the end of 12 Years from the date of allotment or at any time after repayment of Term Loan availed for setting up project of 6 LTPA whichever is earlier.”***
- 2) All other terms and conditions associated with the below mentioned Preference Shares shall remain the same.

S. No.	Type of Preference Shares
1.	1,00,00,000 (One Crore) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each.
2.	80,00,000 (Eighty Lakhs) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each.
3.	61,40,000 (Sixty One Lakh Forty Thousand) 8% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT any one of the Director(s), Chief Financial Officer and Company Secretary of the Company be and are hereby authorized severally to do all such other acts,

Wonder WallCare Private Limited

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Corporate Office : 411-413, 4th Floor, Gaurav Tower-II, Malviya Nagar Jaipur, Rajasthan-302017, Ph. : 0141-2888666

Works : Village - Morwad, Piplantri, Rajsamand, Rajasthan - 313324

✉ info@wonderwallcare.com ● wonderwallcare.com CIN: U24200RJ2019PTC067368



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deeds, matters and things and take all such steps as may be deemed to be incidental, necessary, consequential, proper or expedient to give effect to the above Special Resolution.”

Date: 21.12.2024

Place: Udaipur

**By the order of the Board of Directors
For Wonder WallCare Private Limited**



(Ahad Hasnain Saifee)

Company Secretary

Membership No. A50552

Address:

Wonder WallCare Private Limited
“Wonder Tower”, Suharsh Building,
Bedla Road, Old Fatehpura,
Opp. SBI Bank, Udaipur-313004, Rajasthan
E-mail – ahad.saifee@wonderwallcare.com

Note(s):

- 1.1. A MEMBER (“**EQUITY SHAREHOLDER(S)**”) ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. A PROXY MAY BE SENT IN THE FORM NO. MGT-11 ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
- 1.2. **EQUITY SHAREHOLDER** HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- 1.3. A PERSON CAN ACT AS PROXY FOR MAXIMUM 50 **EQUITY SHAREHOLDER** AND AGGREGATE HOLDING OF SUCH **EQUITY SHAREHOLDER** SHALL NOT BE MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY HAVING VOTING RIGHTS.
2. Equity Shareholders/Proxies/Authorised Representatives should fill the Attendance slip/ sheet for attending the Meeting.
3. Corporate Members intending to send their authorized representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Equity Shareholders desiring any information relating to the resolution stated in notice are

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requested to write to the Company well in advance so as to enable the management to keep the information ready.

5. Statutory Registers and other relevant documents referred to in the accompanying Notice and as prescribed under the Companies Act, 2013 will be made available for inspection by the Equity Shareholders at the Separate/ Class Meeting of Equity Shareholders.
6. Equity Shareholders are requested to update the company their E-mail ID, address and any other information, registered with the company, if any, changes therein. Equity Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communications.
7. Route Map showing directions to reach to the venue of the Separate/ Class Meeting of the Equity Shareholders of the Company is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".
8. Equity Shareholders may also note that the Notice of this Separate/ Class Meeting of the Equity Shareholders of the Company will also be available on the website of the Company: <https://wonderwallcare.com/>
9. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 has been annexed with the notice of the meeting.

Date: 21.12.2024

Place: Udaipur

**By the order of the Board of Directors
For Wonder WallCare Private Limited**



(Ahad Hasnain Saiffee)

Company Secretary

Membership No. A50552

Address:

Wonder WallCare Private Limited
"Wonder Tower", Suharsh Building,
Bedla Road, Old Fatehpura,
Opp. SBI Bank, Udaipur-313004, Rajasthan
E-mail – ahad.saiffee@wonderwallcare.com

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Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1 –

The Company for the purpose of financing its 6 LTPA (Lakh Tons Per Annum) Wall Putty Plant at Village-Morwad, District-Rajsamand, Rajasthan had issued and allotted below mentioned Non-Cumulative Non-Convertible Redeemable Preference Shares to be redeemed at the end of 10 Years from the date of allotment or at any time after repayment of Term Loan availed for setting up project of 6 LTPA whichever is earlier:

1. 1,00,00,000 (One Crore) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares (hereinafter referred to as "Preference Shares") of Rs. 10/- (Rupees Ten) each aggregating to Rs. 10,00,00,000 (Rupees Ten Crores) on 19th February 2022.
2. 80,00,000 (Eighty Lakhs) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares (hereinafter referred to as "Preference Shares") of Rs. 10/- (Rupees Ten) each aggregating to Rs. 8,00,00,000 (Rupees Eight Crores) on 2nd September, 2022.
3. 61,40,000 (Sixty One Lakh Forty Thousand) 8% Non-Cumulative Non-Convertible Redeemable Preference Shares (hereinafter referred to as "Preference Shares") of Rs. 10/- (Rupees Ten) each aggregating to Rs. 6,14,00,000 (Rupees Six Crores Fourteen Lakhs) on 22nd October, 2022.

Now, it has been considered by the Board of Directors to consider and recommend the variation to be made in the terms of redemption in the said Preference Shares as explained in the resolution attached to the notice calling this meeting.

In view of Section 48 of the Companies Act, 2013, where a share capital of the company is divided into different classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.

In view of the above, the Board of Directors of your Company recommended the passing of Special resolution to vary/alter the terms and conditions of the aforesaid Preference Shares by all the types/class of Preference Shareholders in their separate/class meetings to be held

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on 15.01.2025. Consequent to the passing of the Special Resolution by all the types/classes of Preference Shareholders, consent of the Equity Shareholders of the Company is sought for variation to be made in the terms of redemption in the said Preference Shares as explained in the resolution attached to the notice calling this meeting and seeking the consent of Equity Shareholders.

All respective documents related to the aforesaid resolution, shall be open for inspection by all the Equity Shareholders during the business hours upto the date of Separate/ Class Meeting between 9:00 A.M. to 6:00 P.M. at the Registered Office of the company.

None of the Directors or the manager or any other key managerial personnel or their relatives have got any concern or interest whether financial or otherwise, if any, except Shri Kushal Sogani (DIN: 08638582) who is the Managing Director of the Company and is holding 1,00,25,000 Equity Shares of Rs. 10 each and 60,35,000 8% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10 each in respect of Special Resolution proposed at Item No. 1. Further Shri Vimal Patni (DIN: 00136437) and Shri Vivek Patni (DIN: 05170081) Directors of the Company are also Directors in Wonder Cement Limited ("Holding Company") and Wonder Cement Limited is holding 3,00,75,000 Equity Shares of Rs. 10 each and 1,80,00,000 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10 each and 1,05,000 8% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10 each of the Company.

The Board has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable the respective Equity Shareholders to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board of Directors, accordingly, recommends the Special Resolution as set out at Item No. 1 of the accompanying notice for approval of the Equity Shareholders of the Company.

Date: 21.12.2024

Place: Udaipur

**By the order of the Board of Directors
For Wonder WallCare Private Limited**



(Ahad Hasnain Saifee)

Company Secretary

Membership No. A50552

Address:

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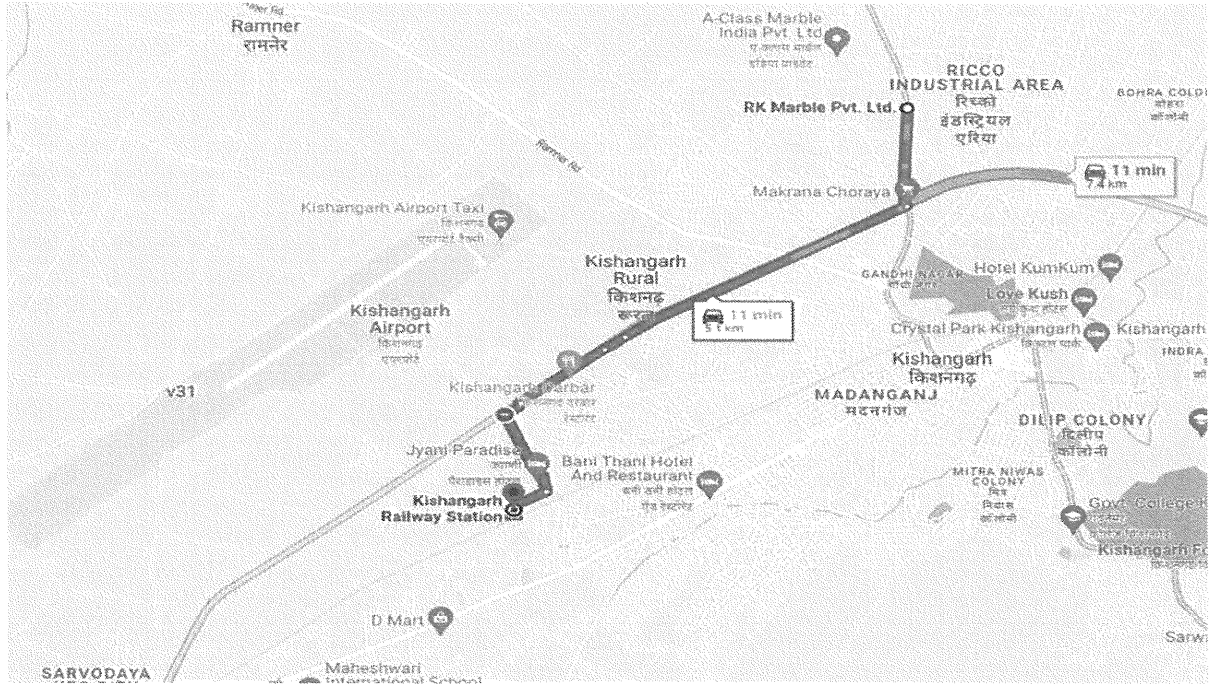
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**ROUTE MAP TO THE VENUE OF SEPARATE/ CLASS MEETING OF THE EQUITY
SHAREHOLDERS OF THE COMPANY**



Landmark: R.K. Marble Private Limited (Office Premises).

Distance from Kishangarh Railway Station: 5.1 Kilometers approx.

Date: 21.12.2024

Place: Udaipur

**By the order of the Board of Directors
For Wonder WallCare Private Limited**

(Ahad Hasnain Saifee)

Company Secretary

Membership No. A50552

Address:

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Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U24200RJ2019PTC067368

Name of the company: Wonder WallCare Private Limited

Registered office: C/O R K Marble Private Limited, Makrana Road, Madanganj, Kishangarh, Ajmer-305801, Rajasthan, India

Name of the member(s)	:
Registered address	:
E-mail Id	:
Folio No/ Client Id	:
DP ID	:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address :
E-mail ID :
Signature :, or failing him

2. Name :
Address :
E-mail ID :
Signature :, or failing him

3. Name :
Address :
E-mail ID :
Signature :,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Separate/ Class Meeting of Equity Shareholders of Wonder WallCare Private Limited to be held on Wednesday, January 15th, 2025 at 01:00 P.M. at the Registered Office of the Company situated at C/O R K Marble Private Limited, Makrana Road, Madanganj, Kishangarh, Ajmer-305801, Rajasthan, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

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S. No.	Resolutions
	Special Resolution:
1.	Variation in the terms and conditions of redemption of Non-Cumulative Non-Convertible Redeemable Preference Shares.

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP

WONDER WALLCARE PRIVATE LIMITED

Registered Office: C/O R K Marble Private Limited, Makrana Road, Madanganj, Kishangarh,
Ajmer-305801, Rajasthan, India

Phone No.: 01463-277777, **E-Mail:** ahad.saiffee@wonderwallcare.com,

Website: www.wonderwallcare.com

CIN: U24200RJ2019PTC067368

Date:

Folio No/ DP ID & Client Id No.:

Name of First named member/ Proxy/ Authorized Representative, if any:

Name of Joint Member(s), if any:

No. of Shares held:

I/we certify that I/we am/are member(s)/ Equity Shareholder(s)/ proxy for the member(s)/ Equity Shareholder(s) of the company. I/we hereby record my/our presence at the Separate/ Class Meeting of Equity Shareholders of Wonder WallCare Private Limited to be held on Wednesday, January 15th, 2025 at 01:00 P.M. at the Registered Office of the Company situated at C/O R K Marble Private Limited, Makrana Road, Madanganj, Kishangarh, Ajmer-305801, Rajasthan, India

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter

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at the Meeting Venue.

2. Only **Equity Shareholders** of the company and/or their Proxy will be allowed to attend the Meeting.

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