



CONSOLIDATED SCRUTINIZER'S REPORT

The Chairman of
45th Annual General Meeting
of the Equity Shareholders of
Voith Paper Fabrics India Limited (the Company)
held on Sunday, 31st May, 2015 at
Magpie Tourist Complex of Haryana Tourism Corporation Limited
Sector 16-A, Mathura Road, Faridabad - 121002

Dear Sir,

I Satyender Kumar of M/s Satyender Kumar & Associates, Practicing Company Secretaries, Gurgaon was appointed by the Board of Directors of M/s Voith Paper Fabrics India Limited ('the Company') vide Board resolution dated 27th April, 2015, as the Scrutinizer to conduct the e-voting and poll process in respect of the resolutions contained in the notice of 45th Annual General Meeting of the members of the Company, held on Sunday, 31st May, 2015 at 3.30 p.m. at Magpie Tourist Complex of Haryana Tourism Corporation Limited, Sector 16-A, Mathura Road, Faridabad – 121002, Haryana.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and Poll on the resolutions contained in the notice to the 45th Annual General Meeting (AGM) of the members of the Company. Our responsibility as a scrutinizer for the evoting process and for poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice to the 45th Annual General Meeting (AGM), based on the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and also at the time of Poll based on the records provided by the Registrar and Transfer Agents M/s MCS Share Transfer Agent Limited, New Delhi at the AGM.

In respect of e-voting process conducted under my supervision, I hereby report as under:

- i) In accordance with the notice of the 45th Annual General Meeting sent to members and in terms of "Advertisement" published as per Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, on 7th May, 2015 in 'The Business Line' (English) and 'Rashtriya Sahara' (Hindi), the e-voting period remained open from Thursday, 28th May, 2015 (9.00 a.m.) to Saturday, 30th May, 2015 (5.00 p.m.).
- ii) The members of the Company as on the "cut off" date i.e. 25th May, 2015 were entitled to vote on the resolutions (Items No. 1 to 10 as set out in the Notice of the 45th Annual General Meeting of the Company).
- iii) The e-voting process was blocked at 5.00 p.m. on Saturday, 30th May, 2015.



- iv) The votes cast through e-voting process were unblocked on 31st May, 2015 after the conclusion of Annual General Meeting in the presence of two witnesses, Mr. Subodh Bhupatrai Mody (Client ID No. 1202900000026973) and Mr. S. Biswas who are not in the employment of the Company and who witnessed the unblocking of votes.
- v) Thereafter, the detail containing *inter-alia*, list of equity Shareholders who voted "for", "against" the each resolutions that were put to vote, was generated from e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>).

At the Annual General meeting held on Sunday, 31st May, 2015 the Chairman of the Annual General Meeting (AGM) had provided polling papers to enable those shareholders who had not casted their votes by the e-voting facility in respect of resolutions (Items No. 1 to 10 as set out in the Notice of the 45th Annual General Meeting of the Company), to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.

In respect of the poll process conducted under my supervision, I hereby report that:

The poll box containing the poll papers was unblocked after the conclusion of the AGM in presence of Mr. Subodh Bhupatrai Mody (Client ID No. 1202900000026973) and Mr. S. Biswas, who are not employees of the Company. The votes were counted and the results of the poll were prepared in the presence of the aforesaid persons and were also countersigned by them as witnesses.

I hereby state that I have recorded details of all the votes by the shareholders through, e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.

I hereby report the consolidated results of the votes cast by the shareholders through e-voting and by poll, as under:

ORDINARY BUSINESS

Item No. 1

Ordinary Resolution to consider and adopt of the Audited Financial Statements, including the statements of Profit & Loss and Cash Flow for the eighteen months period ended 31st March, 2015 and the Balance Sheet as at that date together with the reports of the Board of Directors and Auditors thereon

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	26	31	99	3294363	3294462	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	26	31	99	3294363	3294462	100.00%

Accordingly, out of 3294462, E- Votes and Poll Polled; 3294462 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of Notice of the Annual General Meeting passed unanimously.

Item No. 2

Ordinary Resolution to declare a dividend of Rs. 4.50/- per equity share on 4,392,559 equity shares of Rs. 10/- each fully paid up, i.e. 45% on the Equity Share Capital of Rs.43,925,590/- for the eighteen months period ended on 31st March, 2015.



Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	26	31	99	3294363	3294462	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	26	31	99	3294363	3294462	100.00%

Accordingly, out of 3294462, E- Votes and Poll Polled; 3294462 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of Notice of the Annual General Meeting passed unanimously.

Item No. 3

Special Resolution to appoint M/s. BSR & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), Gurgaon as Statutory Auditors of the Company for the term of five consecutive years commencing from 2015-16 to 2019-20, who would hold office from the conclusion of this Annual General Meeting until the conclusion of 50th Annual General Meeting in place of M/s S.R. Batliboi & Co. LLP, Chartered Accountants, at a remuneration as may be decided by the Board of Directors, from time-to-time."

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	26	31	99	3294363	3294462	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	26	31	99	3294363	3294462	100.00%

Accordingly, out of 3294462, E- Votes and Poll Polled; 3294462 Votes were cast **ASSENTING** to the Special Resolution constituting 100.00% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 3 of Notice of the Annual General Meeting passed unanimously.

SPECIAL BUSINESS

Item No. 4

Ordinary Resolution for the appointment of Mr. R. Krishna Kumar (DIN: 05344619), as Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	26	31	99	3294363	3294462	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	26	31	99	3294363	3294462	100.00%

Accordingly, out of 3294462, E- Votes and Poll Polled; 3294462 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of Notice of the Annual General Meeting passed unanimously.



Item No. 5

Special Resolution for the appointment of Mr. R. Krishna Kumar (DIN: 05344619) as Managing Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	26	31	99	3294363	3294462	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	26	31	99	3294363	3294462	100.00%

Accordingly, out of 3294462, E- Votes and Poll Polled; 3294462 Votes were cast **ASSENTING** to the Special Resolution constituting 100.00% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 5 of Notice of the Annual General Meeting passed unanimously.

Item No. 6

Ordinary Resolution for the appointment of Ms. Patricia Annette Sargeant (DIN: 06977204) as Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	26	31	99	3294363	3294462	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	26	31	99	3294363	3294462	100.00%

Accordingly, out of 3294462, E- Votes and Poll Polled; 3294462 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 6 of Notice of the Annual General Meeting passed unanimously.

Item No. 7

Ordinary Resolution for the appointment of Mr. Biren De (DIN: 00011607) as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	26	31	99	3294363	3294462	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	26	31	99	3294363	3294462	100.00%

Accordingly, out of 3294462, E- Votes and Poll Polled; 3294462 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 7 of Notice of the Annual General Meeting passed unanimously.



Item No. 8

Ordinary Resolution for the appointment of Mr. Ravinder Nath (DIN: 00062186) as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	26	31	99	3294363	3294462	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	26	31	99	3294363	3294462	100.00%

Accordingly, out of 3294462, E- Votes and Poll Polled; 3294462 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 8 of Notice of the Annual General Meeting passed unanimously.

Item No. 9

Ordinary Resolution for the appointment of Mr. Surinder Kumar Nagpal (DIN: 01171148) as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	26	31	99	3294363	3294462	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	26	31	99	3294363	3294462	100.00%

Accordingly, out of 3294462, E- Votes and Poll Polled; 3294462 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 9 of Notice of the Annual General Meeting passed unanimously.

Item No. 10

Special Resolution for the amendment in Articles of Association of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	26	31	99	3294363	3294462	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	26	31	99	3294363	3294462	100.00%

Accordingly, out of 3294462, E- Votes and Poll Polled; 3294462 Votes were cast **ASSENTING** to the Special Resolution constituting 100.00% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 10 of Notice of the Annual General Meeting passed unanimously.



All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 45th Annual General Meeting and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours Sincerely

For SATYENDER KUMAR & ASSOCIATES

Countersigned by

Satyender Kumar
SATYENDER KUMAR
Proprietor
FCS 4087
C.P.NO. 5189



Biren De
MR. BIREN DE
Chairman of the Meeting

Witness 1 :

Name: *Subodh Bhupatirai Medy*
Address: *Concern's 4th floor,*
401, Telang Rd.,
Matunga, Mumbai - 400019.
Folio No./Client ID No. *1202900000026973*

Witness 2 :

Name: *S. BISWAS*
Address: *1843/10 G.P. Extn*
New Delhi 110019

Signatures: *Subodh Bhupatirai Medy*

Signatures: *Biren De*

Place: Faridabad
Date: May 31, 2015