



On Path of  
**Professional  
Excellence**  
since 2000

**P.C. JAIN & Co.**  
**Company Secretaries**  
(Corporate Law & Insolvency Resolution Advisor)

**Annual Secretarial Compliance Report  
of  
VOITH PAPER FABRICS INDIA LIMITED  
(CIN: L74899HR1968PLC004895)  
For the year ended 31<sup>st</sup> March, 2023**

(Pursuant to the Regulation 24A of the SEBI (LODR) Regulation, 2015 read with Circular No. CIR/CFD/CMD 1/27/2019 Dated 8th February, 2019 & issued by SEBI)

To,  
Voith Paper Fabrics India Limited  
113/114-A, Sector- 24  
Faridabad, Haryana – 121005

Dear Sir,

We have examined:

- all the documents and records made available to us and explanations provided by **Voith Paper Fabrics India Limited** (“the Listed Entity”),
- the filings/ submissions made by the listed entity to the Stock Exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2023 (“Period Under Review”) in respect of compliance with the provisions of:-

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

**The specific regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -**

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  
  
C. Jain  
COMPANY  
SECRETARIES  
C.P. No. 3343

Head Office: #2382, Sector-16, Faridabad (NCR)-121002, India | +91 9953008338 | 0129-4043338

Branch Office: #1515, LGF, DLF City IV, Opposite Galleria Market, Gurugram-122009, India | +91 9811087881

corporatelegal@cspcjain.com

www.cspcjain.com







5.	<p><b>To examine details related to Subsidiaries of listed entities:</b></p> <p>a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The Company is not having any subsidiary.
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	The Company maintains data and records in the electronic mode as well as in physical mode
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	At the Board Meeting held on 24 <sup>th</sup> May, 2022.
8.	<p><b>Related Party Transactions:</b></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee</p>	Yes	The Company has undertaken related party transactions with the prior approval of Audit Committee.
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	All the material events/disclosures were made by the company within the prescribed time limit.
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	The Company maintains a proper audit trail for the disclosure of all material events (Price Sensitive) in electronic mode through Software based SDD.
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	No	During the period under review, no disciplinary actions were taken against Promoter/ Directors/ subsidiaries/ listed entity.
12.	<p><b>Additional Non-compliances, if any:</b></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	No	No such non-compliance is reported.



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/ No)	Observation Remark by PCS
1.	<p><b>Compliances with the following conditions while appointing/re-appointing an auditor</b></p> <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year</p>	<p>No</p> <p>No</p> <p>No</p>	<p>NA</p> <p>NA</p> <p>NA</p>
2.	<p><b>Other conditions relating to resignation of statutory auditor</b></p> <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	<p>No</p> <p>No</p> <p>No</p>	<p>NA</p> <p>NA</p> <p>NA</p>

	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	No	NA
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	No	NA

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Date: 29.04.2023  
Place: Faridabad  
UDIN: F004103E000223531

For PC JAIN & CO.  
Company Secretaries  
(FRN: P2016HR051300)



*[Signature]*  
P.C. JAIN  
Managing Partner  
M. No.: F4103  
COP No.: 3349