

General information about company

Scrip code	522122
NSE Symbol	
MSEI Symbol	
ISIN	INE285C01015
Name of the entity	Voith Paper Fabrics India Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Benno Edmund Morlock	ZZZZZ9999Z	08276536	Non-Executive - Nominee Director	Chairperson		07-07-1961
2	Mr	Ravinder Nath	AAHPN7314H	00062186	Non-Executive - Non Independent Director	Not Applicable		16-12-1944
3	Mr	Surinder Kumar Nagpal	AAOPN6435C	01171148	Non-Executive - Independent Director	Not Applicable		15-09-1936
4	Mrs	Deepti Gupta	AAAPG1134F	08481203	Non-Executive - Independent Director	Not Applicable		29-11-1965
5	Mrs	Pallavi Dinodia Gupta	AAAPD1732C	06566637	Non-Executive - Independent Director	Not Applicable		02-11-1980
6	Mr	R. Krishna Kumar	AERPR8624L	05344619	Executive Director	Not Applicable	MD	30-05-1975

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		10-11-2018				1	0	0	0	Textual Information(2)	
2	Yes	10-08-2023	24-10-1998	10-08-2023			2	1	1	1		
3	Yes	28-08-2019	27-01-2010	01-03-2020		60	2	2	2	2		
4	NA		30-07-2020			60	1	1	2	0		
5	NA		29-05-2022	29-05-2023		60	3	3	5	1		
6	NA		01-08-2014	01-08-2019		60	1	0	2	0		

Text Block

Textual Information(1)	<p>Notes on Composition of Board of Directors for the quarter/half year ended September, 2023.</p> <p>1. Mr. Benno Edmund Morlock was nominated as the new chairman by the holding company w.e.f. 6th July, 2018 or such later date, subject to his obtaining DIN and completion of other procedural formalities pertaining to his appointment. Mr. Morlock obtained DIN in due course and was accordingly formally inducted on the Board of Directors of the Company w.e.f. 10th November, 2018. He is a nominee of the holding company, not liable to retire by rotation.</p> <p>2. Mr. Ravinder Nath, originally appointed as a director, w.e.f. 24th October, 1998 and appointed as an Independent Director of the company w.e.f. 1st March, 2015 in terms of the provision of the Companies Act, 2013.</p> <p>Mr. Ravinder Nath was re-appointed as an Independent Director in terms of provision of Companies Act, 2013 and Listing Regulations, w.e.f. 1st March, 2020 for a further period of five years.</p> <p>However, the Board of Directors as well as the shareholders of the Company have approved the change in position/designation of Mr. Nath from an 'Independent Director' to a 'Non-executive Director' w.e.f. 1st April, 2020, liable to retire by rotation .</p> <p>3. Mr. S.K. Nagpal, originally inducted on the Board of the Company, w.e.f. 27th January, 2010 and was appointed as an Independent Director in terms of the provision of the Companies Act, 2013 w.e.f. 1st March, 2015.</p> <p>Mr. S.K. Nagpal, has been re-appointed as an Independent Director in terms of provision of Companies Act, 2013 and Listing Regulations, w.e.f. 1st March, 2020 for a further period of five years.</p> <p>4. The Board of Directors had approved the appointment of Dr. Deepti Gupta, as an 'Independent Woman Director', w.e.f. 30th July, 2020, subject to approval by shareholders of the Company. Subsequently, her appointment as an 'Independent Woman Director' effective from 30th July, 2020; has also been approved by shareholders of the Company at the AGM held on 30th September, 2020 in accordance with the provision of the Companies Act, 2013, for an initial period of five years.</p> <p>5. The Board of Directors had approved the appointment of Mrs. Pallavi Dinodia Gupta, as an 'Independent Woman Director', w.e.f. 29th May, 2022, subject to approval by shareholders of the Company for an initial period of one year.</p> <p>Subsequently, her appointment as an 'Independent Woman Director' effective from 29th May, 2022; has also been approved by shareholders of the Company at the AGM held on 17th August, 2022 in accordance with the provision of the Companies Act, 2013, for an initial period of One year.</p> <p>Mrs. Pallavi Dinodia Gupta was re-appointed as an Independent Director in terms of provision of Companies Act, 2013 and Listing Regulations, w.e.f. 29th May, 2023 for a further period of five years, has also been approved by shareholders of the Company at the AGM held on 10th August, 2023.</p> <p>6. Mr. R. Krishna Kumar, appointed as an Additional Director w.e.f. 23rd July, 2014 and as the Managing Director of the Company w.e.f. 1st August, 2014 and re-appointed as Managing Director of the Company, for a further period of five years w.e.f. 1st August, 2019 till 31st July, 2024. His re-appointment as the Managing Director was approved by Board on 16th May, 2019 and by the shareholders of the company at the Annual General Meeting held on 28th August, 2019.</p> <p>The memberships count will also include the count in which the Director is a Chairperson.</p>
Textual Information(2)	Foreign National

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01171148	Surinder Kumar Nagpal	Non-Executive - Independent Director	Chairperson	27-01-2010		
2	08481203	Deepti Gupta	Non-Executive - Independent Director	Member	30-07-2020		
3	06566637	Pallavi Dinodia Gupta	Non-Executive - Independent Director	Member	29-05-2022		
4	05344619	R. Krishna Kumar	Executive Director	Member	29-05-2022		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01171148	Surinder Kumar Nagpal	Non-Executive - Independent Director	Chairperson	30-07-2020		
2	08276536	Benno Edmund Morlock	Non-Executive - Nominee Director	Member	10-11-2018		
3	08481203	Deepti Gupta	Non-Executive - Independent Director	Member	27-05-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00062186	Ravinder Nath	Non-Executive - Non Independent Director	Chairperson	30-01-2002		
2	05344619	R. Krishna Kumar	Executive Director	Member	23-07-2014		
3	08481203	Deepti Gupta	Non-Executive - Independent Director	Member	30-07-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08276536	Benno Edmund Morlock	Non-Executive - Nominee Director	Chairperson	10-11-2018		
2	05344619	R. Krishna Kumar	Executive Director	Member	23-07-2014		
3	00062186	Ravinder Nath	Non-Executive - Non Independent Director	Member	30-07-2020		
4	01171148	Surinder Kumar Nagpal	Non-Executive - Independent Director	Member	30-07-2020		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-05-2023				Yes	6	6	3
2		07-08-2023	86		Yes	6	5	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12-05-2023				Yes	4	4	3	0
2	Audit Committee	07-08-2023	86			Yes	4	4	3	0
3	Nomination and remuneration committee	12-05-2023				Yes	3	2	2	0
4	Stakeholders Relationship Committee	07-08-2023				Yes	3	3	1	0
5	Corporate Social Responsibility Committee	07-08-2023				Yes	4	3	1	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block

Textual Information(1)

At the AGM held on 10th August, 2023, the shareholders have not approved the resolution seeking approval of proposed material related party transactions.

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	C S Gugliani
2	Designation	Company Secretary

Text Block

Textual Information(1)

1. The report for the quarter/ half year ended 30th September, 2023 would be placed before the Board of Directors at the next meeting where the quarterly financial results for the period ended 30th September, 2023, would be taken up.
2. At the Board Meeting held on 07th August, 2023, the report for the quarter ended 30th June, 2023, was placed before the Board and noted by them.

Annexure III**III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

Annexure III

Annexure III		
1	Name of signatory	C S Gugliani
2	Designation	Company Secretary

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block

Textual Information(1)

The Company have not provided any loan, guarantee or security, directly or indirectly to promoter, directors or any KMP.

Details of Cyber security incidence	
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Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
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Signatory Details

Name of signatory	C S Gugliani
Designation of person	Company Secretary
Place	Faridabad
Date	09-10-2023