

**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	Yearly
Date of Report	31-03-2024
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)	Reason for Cessation	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		60.00	3	3	5	1			
6	NA		01-08-2014	01-08-2019		60.00	1	0	2	0			

**Text Block**

Textual Information(1)	<p>Notes on Composition of Board of Directors for the quarter ended March, 2024.</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.</p> <p>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		

<b>Nomination and remuneration committee</b>							
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		



<b>Corporate Social Responsibility Committee</b>							
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		

<b>Other Committee</b>						
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	08-11-2023				Yes	6	5	3
2		02-02-2024	85		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	08-11-2023				Yes	4	4	3	0
2	Audit Committee	02-02-2024	85			Yes	4	4	3	0
3	Corporate Social Responsibility Committee	02-02-2024				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 on related party transactions			Textual Information(1)

**Text Block**

Textual Information(1)

All related party transactions have been carried out at 'Arm's Length' basis in the normal course of business; and that there were no 'Material Transactions' with any of the related party.

## 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 ended 31st March, 2024 would be placed before the Board of Directors at the next meeting where the quarterly financial results for the period ended 31st March, 2024 , would be taken up.

2. At the Board Meeting held on 02nd February, 2024, the report for the quarter ended 31st December, 2023, was placed before the Board and noted by them.

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.voithpaperfabricsindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.voithpaperfabricsindia.com
3	Composition of various committees of board of directors	Yes		www.voithpaperfabricsindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.voithpaperfabricsindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.voithpaperfabricsindia.com
6	Criteria of making payments to non-executive directors	No	Disclosed in Annual Report	
7	Policy on dealing with related party transactions	Yes		www.voithpaperfabricsindia.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.voithpaperfabricsindia.com
10	Email address for grievance redressal and other relevant details	Yes		www.voithpaperfabricsindia.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.voithpaperfabricsindia.com
12	Financial results	Yes		www.voithpaperfabricsindia.com
13	Shareholding pattern	Yes		www.voithpaperfabricsindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.voithpaperfabricsindia.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		www.voithpaperfabricsindia.com
21	Materiality Policy as per Regulation 30 (4)	Yes		www.voithpaperfabricsindia.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.voithpaperfabricsindia.com
23	Disclosures under regulation 30(8)	Yes		www.voithpaperfabricsindia.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.voithpaperfabricsindia.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.voithpaperfabricsindia.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.voithpaperfabricsindia.com

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	C.S.Gugliani
2	Designation	Company Secretary

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	C.S.Gugliani
2	Designation	Company Secretary

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

**Text Block**

Textual Information(1)

No loan / guarantees / comfort letters / securities, etc.or any other form of debt has been advanced/provided, directly or indirectly, by the Company to any of the specified entity.

<b>Details of Cyber security incidence</b>		
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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

**Signatory Details**

Name of signatory	C.S. Gugliani
Designation of person	Company Secretary
Place	Faridabad
Date	13-04-2024

