

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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
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)							
Wether 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	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 (Refer Regulation 17A(1) of Listing Regulations)	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	Mr	Benno Edmund Morlock	ZZZZZ9999Z	08276536	Non-Executive - Nominee Director	Chairperson related to Promoter		07-07-1961	NA		10-11-2018			1	0	0	0		Textual Information(2)	
2	Mr	Biren De	AAAPD2028H	00011607	Non-Executive - Independent Director	Not Applicable		01-07-1933	Yes	05-03-2019	10-09-1986	01-03-2015		60	1	1	1	0		
3	Mr	Ravinder Nath	AAHPN7314H	00062186	Non-Executive - Independent Director	Not Applicable		16-12-1944	Yes	28-08-2019	24-10-1998	01-03-2015		60	3	3	1	1		
4	Mr	Surinder Kumar Nagpal	AAOPN6435C	01171148	Non-Executive - Independent Director	Not Applicable		15-09-1936	Yes	05-03-2019	27-01-2010	01-03-2015		60	3	3	3	1		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

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	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 (Refer Regulation 17A(1) of Listing Regulations)	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
5	Ms	Shahana Basu	AAXPB5614Q	07137715	Non-Executive - Non Independent Director	Not Applicable		25-07-1968	NA		06-02-2016	05-07-2018		2	1	1	0			
6	Mr	R. Krishna Kumar	AERPR8624L	05344619	Executive Director	Not Applicable	MD	30-05-1975	NA		23-07-2014	01-08-2019		60	1	0	1	0		

Text Block	
Textual Information(1)	<p>Notes on Composition of Board of Directors for the quarter/year ended March, 2020:</p> <ol style="list-style-type: none"> 1. Mr. Benno Edmund Morlock was nominatd 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 his DIN in due course and was accordingly formally inducted on the Board of the Company w.e.f. 10th November, 2018. He is a nominee of the holding company, not liable to retire by rotation. 2. Mr. Biren De, originally appointed as a director, w.e.f. 10-09-1986 and appointed as an Independent Director in terms of the provisions of the Companies Act, 2013, w.e.f. 01-03-2015. 3. Mr. Ravinder Nath, originally appointed as a director, w.e.f. 24-10-1998 and appointed as an Independenr Director in terms of the provisions of the Companies Act, 2013, w.e.f.01-03-2015. Mr. Ravinder Nath has ceased to be a director from Hero Motocorp Limited w.e.f. August 1st, 2019 <p>Further, subject to the approval of shareholders of the company, the Board has approved the change in position/designation of Mr. Nath to that of a 'Non-executive Director' effective from 1st April, 2020, whose terms of office would be subject to retirement by rotation.</p> <ol style="list-style-type: none"> 4. Mr. S.K. Nagpal, originally inducted on the Board of the Company, w.e.f. 27-01-2010 and appointed as an Independent Director in terms of the provisions of the Companies Act, 2013, w.e.f. 01-03-2015. 5. Ms. Shahana Basu, appointed as an Additional Director w.e.f. 06-02-2016, regularised as Woman Director at the 46th AGM of the Company, w.e.f. 08-07-2016 & liable to retire by rotation. Ms. Shahana Basu, was also appointed as an Independent Non-Executive Director in DCM Nouvella Limited w.e.f. April 23,2019. <p>Further, subject to the approval of shareholders of the company, the Board has approved the change in position/designation of Ms. Basu to that of an 'Independent Woman Director' effective from 1st April, 2020, for a period of 5 years, not liable to retire by rotation.</p> <ol style="list-style-type: none"> 6. Mr. R. Krishna Kumar, appointed as an Additonal Director w.e.f 23-07-2014 and as Managing of the Company w.e.f. 01-08-2014 and re-appointed as Managing Director of the Company, for a further period of 5 (Five) years w.e.f. 1st August, 2019 till 31st July, 2024. His reappointment has been approved by the Board on 16th May, 2019 and by shareholders of the company at the Annual General Meeting held on 28th August, 2019.
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	01-03-2015		
2	00011607	Biren De	Non-Executive - Independent Director	Member	01-03-2015		
3	00062186	Ravinder Nath	Non-Executive - Independent Director	Member	01-03-2015		

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	00011607	Biren De	Non-Executive - Independent Director	Chairperson	01-03-2015		
2	01171148	Surinder Kumar Nagpal	Non-Executive - Independent Director	Member	01-03-2015		
3	08276536	Benno Edmund Morlock	Non-Executive - Nominee Director	Member	10-11-2018		

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 - Independent Director	Chairperson	01-03-2015		
2	05344619	R. Krishna Kumar	Executive Director	Member	23-07-2014		
3	07137715	Shahana Basu	Non-Executive - Non Independent Director	Member	06-02-2019		

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	00011607	Biren De	Non-Executive - Independent Director	Member	01-03-2015		
3	05344619	R. Krishna Kumar	Executive Director	Member	23-07-2014		

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				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
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)				
1	09-11-2019				Yes	4	3
2		07-02-2020	89		Yes	4	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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	09-11-2019				Yes	3	3
2	Audit Committee	07-02-2020	89			Yes	3	3
3	Stakeholders Relationship Committee	09-11-2019				Yes	2	1
4	Stakeholders Relationship Committee	07-02-2020	89			Yes	2	1

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)	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 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 500 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 quarter/year ended 31-03-2020 would be placed before the Board of Directors at the next meeting whereat the quarterly/annual financial results for the period ended 31-03-2020, would be taken up.
2. At the Board Meeting held on 07-02-2020, the report for quarter ended 31-12-2019 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	Yes		www.voithpaperfabricsindia.com
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

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
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.voithpaperfabricsindia.com
11	email address for grievance redressal and other relevant details	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		
15	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		
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	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.voithpaperfabricsindia.com
21	Materiality Policy as per Regulation 30	Yes		www.voithpaperfabricsindia.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.voithpaperfabricsindia.com
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block	
Textual Information(1)	<p>Details of payments made to non-executive directors of the company have been duly disclosed in the Annual Report of the Company, hence not disclosed separately on website of the company.</p> <p>In any case, the non-executive directors of the company are paid only the sitting fee for attending the meetings of the Board and/or its Committees. They are not paid any other remuneration.</p>

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(1B)	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	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

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	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	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		
Sr	Particulars	Compliance status (Yes/No/NA)
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

Signatory Details	
Name of signatory	C.S. Gugliani
Designation of person	Company Secretary
Place	Faridabad
Date	14-05-2020

