

Registered Office:
Voith Paper Fabrics India Limited
113/114 A, Sector-24
Faridabad (Haryana)
Delhi NCR / 121 005 / India
Phone +91 129 4292 200
Fax +91 129 2232 072

20th May, 2024

BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001

Stock Code: 522122; Company Code: 2407

Sub.: Annual Secretarial Compliance Report for the year ended 31/03/2024

Dear Sir / Madam,

Pursuant to the Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 please find enclosed Annual Secretarial Compliance Report for the year ended 31st March, 2024, duly signed by Practicing Company Secretaries.

We hope that you will find the above in order and request you to take the same on record.

Thanking you.

Yours truly,

For Voith Paper Fabrics India Limited

CHANDER SHEKHAR GUGLIANI Digitally signed by CHANDER SHEKHAR GUGLIANI
Date: 2024.05.20 11:00:59 +05'30'

C.S. Gugliani

Company Secretary

FCS: 4301

Encl.: As stated.



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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 31st March 2024**

(Pursuant to 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 explanation 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 2024 (“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, and 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.

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- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable for the period under review)**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity Share) Regulations, 2021; **(Not Applicable for the period under review)**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable for the period under review)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable for the period under review)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable for the period under review)**

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	The Company has complied with the Secretarial Standards issued by ICSI
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time as per the regulations/circulars/guidelines issued by SEBI.	Yes	The Company has updated the policies as per SEBI norms and updated the same on its website.
3.	Maintenance and disclosures on the Website: The Listed entity maintains a functional website Timely dissemination of the documents/ information under a separate section on the website Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-direct to the relevant document(s)/ section of the website	Yes	All the information relating to Directors, Policies, Announcements and other material Information is provided on the website of the Company.
4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013	Yes	None of the Directors of the Board is disqualified as per Section 164 of the Companies Act, 2013.



5.	To examine details related to Subsidiaries of listed entities: Identification of material subsidiary companies Requirements with respect to disclosure of material as well as other subsidiaries	NA	The Company is not having any material unlisted subsidiaries.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	The Company maintains data and records in the electronic mode as well as in the physical mode.
7.	Performance Evaluation: The listed entity has conducted a performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Yes, the Company has conducted a performance evaluation of the Board, Independent Directors and the Committees.
8.	Related Party Transactions: The listed entity has obtained prior approval of the Audit Committee for all Related party transactions In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation of whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	Yes	The Company has undertaken related party transactions with the prior approval of the Audit Committee.
9.	Disclosure of events or information: 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.	Yes	All the material events disclosures were made by the company within the prescribed time limit.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company maintains a proper trail for the disclosure of all material events (Price Sensitive) in electronic mode through Software-based SDD.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions were 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	Yes	During the period under review, a fine of ₹11,800/- was imposed on the Company for 2 (two) days delay in filing of Related Party Transaction pertaining to half year period from 01 st April 2023 to 30 th September 2023.
12.	Additional Non-compliances, if any: No any additional non-compliance was observed for all SEBI regulation/circular/guidance notes etc.	No	No such non-compliance is observed.



Compliances related to the 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>Compliances with the following conditions while appointing/re-appointing an auditor</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>	NA	NA
2.	<p>Other conditions relating to the resignation of the statutory auditor</p> <p>i. Reporting of concerns by the 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>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.</p>	NA	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.	NA	NA



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 clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1	As per Third Proviso of Regulation 23(9) of SEBI (LODR), 2015 the listed entity shall make disclosures every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023	Regulation 23(9) /SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (Chapter-VII(A)-Penal Action for Non-Compliance)	Late submission of disclosure of related party transactions on a consolidated basis for the half year ended September 2023	Stock Exchange	Fine	Non-compliance with disclosure of related party transactions on a consolidated basis as per Regulation 23(9) of SEBI (LODR) 2015	Rs. 5,000/- per day till the date of compliance.	During the period under review, a fine of ₹11,800/- was imposed on the Company for 2 (two) days delay in filing of Related Party Transaction pertaining to half year period from 01st April 2023 to 30th September 2023	The Company paid the amount of fine levied by the Stock Exchange & the Board has been duly informed about the levy of the fine and payment for late submission, at the Board Meeting held on 2 nd February, 2024. The Board has commented and directed to ensure that timely disclosure is made to the Exchange in future.	



(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 clauses)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Date: 18.05.2024
Place: Faridabad
UDIN:F004103F000395296



For P.C. Jain & Co.,
Company Secretaries,
(FRN: P2016HR051300)

A handwritten signature in blue ink, appearing to be "P.C. Jain".

(P.C. Jain)
Managing Partner
CP No. 3349
M. No. F4103