

29<sup>th</sup> August, 2019

**BSE Limited**

Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400001

**Stock Code: 522122; Company Code: 2407**

**Sub: Result of E-Voting and poll – Compliance of Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

Dear Sir/Madam,

Please note that, pursuant to provisions of Sections 108 and 109 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015; Company has conducted the processes of E-voting and poll, to obtain approval of its members/shareholders on the resolutions for following business items at the Forty Ninth Annual General Meeting of the company, held on Wednesday, 28<sup>th</sup> August, 2019:

1. To consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019, together with the Board's Report & Auditor's Report thereon.
2. To declare a dividend.
3. To consider re-appointment of Mr. R. Krishna Kumar (DIN: 05344619) as a Director, who retires by rotation.
4. To consider the reappointment of Mr. R. Krishna Kumar as the Managing Director of the Company for a period of 5 (five) years, effective from 1<sup>st</sup> August, 2019.
5. To consider the reappointment of Mr. Biren De as an Independent Director of the Company for a further period of 5 (five) years, effective from 1<sup>st</sup> March, 2020.
6. To consider the continuation of Mr. Ravinder Nath as an Independent Director of the Company until 29<sup>th</sup> February, 2020; and his reappointment for a further period of 5 (five) years, effective from 1<sup>st</sup> March, 2020.
7. To consider the reappointment of Mr. Surinder Kumar Nagpal as an Independent Director of the Company for a further period of 5 (five) years, effective from 1<sup>st</sup> March, 2020.
8. To consider the payment of Royalty to a related party @ 5% net of taxes, on the net ex-factory sale price of the products.

The requisite resolution(s) have been duly passed by the shareholders, through polling papers and e-voting.

In compliance with the requirements of regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are providing hereunder the requisite details of Voting Results by poll (including e-voting), **considering only the valid votes casted by shareholders/members:**

Date of AGM	28 <sup>th</sup> August, 2019
Total number of shareholders on record date	4180 shareholders as at 22 <sup>nd</sup> August, 2019 (record date)
No. of shareholders present in the meeting either in person or through proxy :	34 (Thirty Four)
▪ Promoter and Promoter Group:	01 (One)
▪ Public :	33 (Thirty Three)



No. of shareholders attended the meeting through Video Conferencing:	None, as not arranged.
• Promoter and Promoter Group:	Not applicable
• Public:	Not applicable

## Agenda/Item wise disclosure:

**Item No. 1:** To consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019, together with the Board's Report & Auditor's Report thereon.

- a) Resolution required : Ordinary Resolution  
b) Whether promoter or Promoter Group are interested in the resolution : No

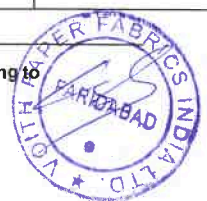
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3252418	0	0	0	0	0	0
	Poll		3252418	100	3252418	0	100	0
	Total (A)		3252418	100	3252418	0	100	0
Public Institutions	E-voting	4518*	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)		0	0	0	0	0	0
Public Non-Institutions	E-voting	4518*	2426	53.70	2426	0	100	0
	Poll		2092	46.30	2092	0	100	0
	Total (C)		4518	100.00	4518	0	100	0
<b>Total (A+B+C)*</b>		<b>3256936*</b>	<b>3256936*</b>	<b>100.00</b>	<b>3256936*</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* Excluding 6 (Six) votes casted in favour of resolution, but rejected due to technical reasons and hence, excluded in reporting.

**Item No. 2:** To declare a dividend.

- a) Resolution required : Ordinary Resolution  
b) Whether promoter or Promoter Group are interested in the resolution : No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3252418	0	0	0	0	0	0
	Poll		3252418	100	3252418	0	100	0
	Total (A)		3252418	100	3252418	0	100	0
Public Institutions	E-voting	4518*	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)		0	0	0	0	0	0



Public Non-Institutions	E-voting	4518*	2426	53.70	2426	0	100	0
	Poll		2092	46.30	2092	0	100	0
	Total (C)		4518	100.00	4518	0	100	0
<b>Total (A+B+C)*</b>		<b>3256936*</b>	<b>3256936*</b>	<b>100.00</b>	<b>3256936*</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* Excluding 6 (Six) votes casted in favour of resolution, but rejected due to technical reasons and hence, excluded in reporting.

**Item No. 3:** To consider re-appointment of Mr. R. Krishna Kumar (DIN: 05344619) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

- a) Resolution required : Ordinary Resolution  
b) Whether promoter or Promoter Group are interested in the resolution : No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3252418	0	0	0	0	0	0
	Poll		3252418	100	3252418	0	100	0
	Total (A)		3252418	100	3252418	0	100	0
Public Institutions	E-voting	4518*	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)		0	0	0	0	0	0
Public Non-Institutions	E-voting	4518*	2426	53.70	2426	0	100	0
	Poll		2092	46.30	2092	0	100	0
	Total (C)		4518	100.00	4518	0	100	0
<b>Total (A+B+C)*</b>		<b>3256936*</b>	<b>3256936*</b>	<b>100.00</b>	<b>3256936*</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* Excluding 6 (Six) votes casted in favour of resolution, but rejected due to technical reasons and hence, excluded in reporting.

**Item No. 4:** To consider the reappointment of Mr. R. Krishna Kumar as the Managing Director of the Company for a period of 5 (five) years, effective from 1<sup>st</sup> August, 2019.

- a) Resolution required : **SPECIAL RESOLUTION**  
b) Whether promoter or Promoter Group are interested in the resolution : No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3252418	0	0	0	0	0	0
	Poll		3252418	100	3252418	0	100	0
	Total (A)		3252418	100	3252418	0	100	0
Public Institutions	E-voting	4518*	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)		0	0	0	0	0	0



Public Non-Institutions	E-voting	4518*	2426	53.70	2426	0	100	0
	Poll		2092	46.30	2092	0	100	0
	Total (C)		4518	100.00	4518	0	100	0
<b>Total (A+B+C)*</b>		<b>3256936*</b>	<b>3256936*</b>	<b>100.00</b>	<b>3256936*</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* Excluding 6 (Six) votes casted in favour of resolution, but rejected due to technical reasons and hence, excluded in reporting.

**Item No. 5:** To consider the reappointment of Mr. Biren De as an Independent Director of the Company for a further period of 5 (five) years, effective from 1<sup>st</sup> March, 2020.

- a) Resolution required : **SPECIAL RESOLUTION**  
b) Whether promoter or Promoter Group are interested in the resolution : **No**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3252418	0	0	0	0	0	0
	Poll		3252418	100	3252418	0	100	0
	Total (A)		3252418	100	3252418	0	100	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)		0	0	0	0	0	0
Public Non-Institutions	E-voting	4518*	2426	53.70	2426	0	100	0
	Poll		2092	46.30	2092	0	100	0
	Total (C)		4518	100.00	4518	0	100	0
<b>Total (A+B+C)*</b>		<b>3256936*</b>	<b>3256936*</b>	<b>100.00</b>	<b>3256936*</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* Excluding 6 (Six) votes casted in favour of resolution, but rejected due to technical reasons and hence, excluded in reporting.

**Item No. 6:** To consider the continuation of Mr. Ravinder Nath as an Independent Director of the Company until 29<sup>th</sup> February, 2020; and his reappointment for a further period of 5 (five) years, effective from 1<sup>st</sup> March, 2020.

- a) Resolution required : **SPECIAL RESOLUTION**  
b) Whether promoter or Promoter Group are interested in the resolution : **No**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3252418	0	0	0	0	0	0
	Poll		3252418	100	3252418	0	100	0
	Total (A)		3252418	100	3252418	0	100	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)		0	0	0	0	0	0





Public Non-Institutions	E-voting	4518*	2426	53.70	2426	0	100	0
	Poll		2092	46.30	2092	0	100	0
	Total (C)		4518	100.00	4518	0	100	0
<b>Total (A+B+C)*</b>		<b>3256936*</b>	<b>3256936*</b>	<b>100.00</b>	<b>3256936*</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* Excluding 6 (Six) votes casted in favour of resolution, but rejected due to technical reasons and hence, excluded in reporting.

**Item No. 7:** To consider the reappointment of Mr. Surinder Kumar Nagpal as an Independent Director of the Company for a further period of 5 (five) years, effective from 1<sup>st</sup> March, 2020.

- a) Resolution required : **SPECIAL RESOLUTION**  
b) Whether promoter or Promoter Group are interested in the resolution : **No**

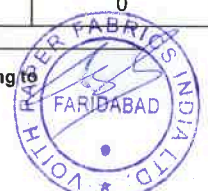
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3252418	0	0	0	0	0	0
	Poll		3252418	100	3252418	0	100	0
	Total (A)		3252418	100	3252418	0	100	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)		0	0	0	0	0	0
Public Non-Institutions	E-voting	4518*	2426	53.70	2426	0	100	0
	Poll		2092	46.30	2092	0	100	0
	Total (C)		4518	100.00	4518	0	100	0
<b>Total (A+B+C)*</b>		<b>3256936*</b>	<b>3256936*</b>	<b>100.00</b>	<b>3256936*</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* Excluding 6 (Six) votes casted in favour of resolution, but rejected due to technical reasons and hence, excluded in reporting.

**Item No. 8:** To consider the payment of Royalty to a related party @ 5% net of taxes, on the net ex-factory sale price of the products.

- a) Resolution required : **Ordinary Resolution**  
b) Whether promoter or Promoter Group are interested in the resolution : **Yes, being a Related Party.**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3252418*	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Total (A)		NA	NA	NA	NA	NA	NA
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)		0	0	0	0	0	0



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

Public Non-Institutions	E-voting	4518@	2426	53.70	2426	0	100	0
	Poll		2092	46.30	2092	0	100	0
	Total (C)		4518	100.00	4518	0	100	0
<b>Total (A+B+C)*</b>		<b>3256936*</b>	<b>4518</b>	<b>0.14</b>	<b>4518@</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* Being a Related Party, the Promoter (Holding) Company was prohibited from casting its vote in favour of this resolution, in terms of the applicable provisions of Companies Act, 2013 / Listing Regulations, 2015. Hence, only the votes cast by the 'Public Institutions' and 'Public Non-institutions' shareholders have been considered to determine the status of passing of this resolution.

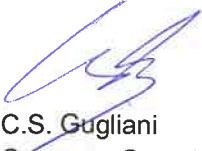
@ Excluding 6 (Six) votes casted in favour of resolution, but rejected due to technical reasons and hence, excluded in reporting.

We are also enclosing a copy of the scrutinizer's consolidated report in this regard for your reference and records.

We hope that you would find the above in order. Kindly acknowledge receipt of above information/documents and take the same on records.

Thanking you.

Yours truly,  
For Voith Paper Fabrics India Limited

  
C.S. Gugliani  
Company Secretary  
FCS No. 4301  
Encl.: As stated.





**Scrutinizer's Combined Report for e-Voting and poll**

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies  
(Management and Administration) Rules, 2014)

To,  
The Chairman  
(At 49<sup>th</sup> Annual General Meeting)  
Voith Paper Fabrics India Limited  
(CIN: L74899HR1968PLC004895)  
Plot No. 113/114-A,  
Sector-24, Faridabad-121005  
(Haryana)

49<sup>th</sup> Annual General Meeting (AGM) of Voith Paper Fabrics India Limited held on Wednesday, 28<sup>th</sup> August, 2019 at 3:30 p.m., at Hotel Radisson Blu Faridabad, Sector 20-B, Mathura Road, Faridabad - 121001, Haryana.

**Subject: Combined Scrutinizer Report of e-voting and poll at the 49<sup>th</sup> AGM of the Company held on Wednesday, the 28<sup>th</sup> August, 2019**

Dear Sir,

We, **M/s. P C Jain & Co, Company Secretaries**, having our office at #2382, Sector-16, Faridabad-121002, Haryana have been appointed as Scrutinizer of **Voith Paper Fabrics India Limited** ("the Company") having its registered office at Plot No. 113/114-A, Sector-24, Faridabad-121005, Haryana for the purpose of scrutinizing the e-voting process and poll process in a fair and transparent manner carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolutions at the 49<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Wednesday, 28<sup>th</sup> August, 2019 at 3:30 p.m., at Hotel Radisson Blu Faridabad, Sector 20-B, Mathura Road, Faridabad - 121001, Haryana. We submit our report as under:-

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in presence of members, with due identification marks placed by us.
2. The e-voting period remained open from Sunday, 25<sup>th</sup> August, 2019, 9.00 a.m. and ended on Tuesday, 27<sup>th</sup> August, 2019, 5.00 p.m.

**(CORPORATE LAW & INSOLVENCY ADVISOR)**

Page 1 of 11 Scrutinizer Report of Voith Paper Fabrics India Limited for the AGM held on 28<sup>th</sup> August, 2019

**Head Office:** 808, Skylark Building, 60, Nehru Place, New Delhi-110019

Phone: 9811087881, (011) 49874370

**Branch Office:** 2382, Sector-16, Faridabad-121002, Haryana

Phone: 9811078338, (0129) 4043338

**E-mail:** fcspcjain@gmail.com, Website: www.cspcjain.com



*[Handwritten signature]*

3. The shareholders, those holding shares as on the "cut off" date i.e. **22nd August 2019** were entitled to vote through e-Voting and poll on the resolutions no. 1, 2, 3, 4, 5, 6, 7 & 8 as set out in Notice of the 49<sup>th</sup>AGM of the Company issued pursuant to the Section 101 of the Companies Act, 2013.

4. The Locked Ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.

5. The votes for e-Voting process were unlocked on Wednesday, 28<sup>th</sup> August, 2019 after the conclusion of AGM in the presence of two witnesses; CS Purvika Jain (A-47373) and CS Sneha Jain who are not in the employment of the company.

Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" were downloaded from the e- voting website of Central Depository Services (India) Limited (CDSL) [www.evotingindia.com](http://www.evotingindia.com)

6. The shareholders attended the 49<sup>th</sup> Annual General Meeting of the Company on Wednesday, 28<sup>th</sup> August, 2019 and voted through poll there at. The total numbers of polling papers received by the Company at AGM were Nineteen (19) which includes Two (2) poll paper which was rejected due to technical reason.

7. A combined report of the poll and e-voting conducted is given below:

Description	Physical	Electronic	Total
No. of total votes received by the scrutinizer	3254510	2426	3256936
Votes Rejected due to technical reasons	06	0	06
Total No. of valid votes	3254516	2426	3256942

8. The result of E-Voting as well as poll is as under:-

**1. To consider and adopt the Audited Financial Statements for the financial year ended as on 31<sup>st</sup> March, 2019, together with the Board's Report and Auditor's Report thereon by ORDINARY RESOLUTION:-**




Method of Voting	Votes in favor of the Resolution		Votes against the Resolution		Invalid Votes		Total votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
e-Voting	2426	0.07	0	0	0	0	2426
Poll	3254510	99.93	0	0	06	100.00	3254516
Total	3256936	100.00	0	0	06	100.00	3256942
Total (in %)	100.00				0.00		100.00

2. To declare a dividend by ORDINARY RESOLUTION:-

Method of Voting	Votes in favor of the Resolution		Votes against the Resolution		Invalid Votes		Total votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
e-Voting	2426	0.07	0	0	0	0	2426
Poll	3254510	99.93	0	0	06	100.00	3254516
Total	3256936	100.00	0	0	06	100.00	3256942
Total (in %)	100.00				0.00		100.00

3. To consider re-appointment of Mr. R. Krishna Kumar (DIN: 05344619) as a Director, who retires by rotation and being eligible, offers himself for re-appointment by ORDINARY RESOLUTION:-

Method of Voting	Votes in favor of the Resolution		Votes against the Resolution		Invalid Votes		Total votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
e-Voting	2426	0.07	0	0	0	0	2426
Poll	3254510	99.93	0	0	06	100.00	3254516
Total	3256936	100.00	0	0	06	100.00	3256942
Total (in %)	100.00				0.00		100.00



4. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. R. Krishna Kumar (DIN: 05344619) as Managing Director of the Company, for a further period of 5 (five) years with effect from 1<sup>st</sup> August, 2019 till 31<sup>st</sup> July, 2024 and he be paid remuneration as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to alter and vary the terms and conditions of appointment of Mr. R. Krishna Kumar, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the aforesaid period, Mr. R. Krishna Kumar shall be entitled to minimum remuneration as set out in the explanatory statement.”

Method of Voting	Votes in favor of the Resolution		Votes against the Resolution		Invalid Votes		Total votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
e-Voting	2426	0.07	0	0	0	0	2426
Poll	3254510	99.93	0	0	06	100.00	3254516
Total	3256936	100.00	0	0	06	100.00	3256942
Total (in %)		100.00				0.00	100.00

5. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended



*[Handwritten signature]*

from time to time, the consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Biren De (DIN: 00011607) as an Independent Director of the Company, for a further period of 5 (five) years with effect from 1st March, 2020 to 28th February, 2025, whose term of office shall not be subject to retirement by rotation.”

Method of Voting	Votes in favor of the Resolution		Votes against the Resolution		Invalid Votes		Total votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
e-Voting	2426	0.07	0	0	0	0	2426
Poll	3254510	99.93	0	0	06	100.00	3254516
Total	3256936	100.00	0	0	06	100.00	3256942
Total (in %)		100.00				0.00	100.00

6. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded for continuance of office of Mr. Ravinder Nath (DIN: 00062186) as an Independent Director of the Company for his remaining term valid up to 29th February, 2020 and for his re-appointment as an Independent Director of the Company, for a further period of 5 (five) years with effect from 1st March, 2020 to 28th February, 2025, whose term of office shall not be subject to retirement by rotation.”

Method of Voting	Votes in favor of the Resolution		Votes against the Resolution		Invalid Votes		Total votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
e-Voting	2426	0.07	0	0	0	0	2426
Poll	3254510	99.93	0	0	06	100.00	3254516
Total	3256936	100.00	0	0	06	100.00	3256942
Total (in %)		100.00				0.00	100.00



7. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded for there-appointment of Mr. Surinder Kumar Nagpal (DIN: 01171148) as an Independent Director of the Company, for a further period of 5 (five) years with effect from 1st March, 2020 to 28<sup>th</sup> February, 2025, whose term of office shall not be subject to retirement by rotation.”

Method of Voting	Votes in favor of the Resolution		Votes against the Resolution		Invalid Votes		Total votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
e-Voting	2426	0.07	0	0	0	0	2426
Poll	3254510	99.93	0	0	06	100.00	3254516
Total	3256936	100.00	0	0	06	100.00	3256942
Total (in %)		100.00				0.00	100.00

8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any amendment(s) or modification(s) or deferment(s) or re-enactment thereof), and other applicable provisions, if any, of the Companies Act, 2013, the consent of the shareholders of the Company be and is hereby accorded for continuation of the payment of royalty/technical know-how fees at a rate of 5%(five percent) net of taxes, on the net ex-factory sale price of the Products, to Voith Paper Fabric and Roll Systems GmbH & Co. KG - presently known as “J.M. Voith SE & Co. KG” (VOITH), towards consideration for receiving technical know-how from VOITH, in accordance with the prevailing terms & conditions mentioned in the existing Technical Know-how Agreement entered by the Company with VOITH, subject to the laws, rules and the regulations as may be applicable from time to time.

RESOLVED FURTHER THAT this approval shall become effective from 1<sup>st</sup> July, 2019 or such other date notified for the purpose of implementation of Regulation 23(1A) of the Listing Regulations.




RESOLVED FURTHER THAT in case the aforesaid provisions relating to Regulation 23(1A) of the Listing Regulations stands modified/ withdrawn/rescinded, the Board of Directors of the Company shall have the authority to decide and pay royalty to VOITH at such rate as they may deem fit and appropriate in the best interest of the Company, as may be permissible under the provisions of prevailing laws or Listing Regulations, from time-to-time.”

Method of Voting	Votes in favor of the Resolution		Votes against the Resolution		Invalid Votes		Total votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
e-Voting	2426	53.70	0	0	0	0	2426
Poll	2092	46.30	0	0	06	100.00	2098
<b>Total</b>	<b>4518</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>06</b>	<b>100.00</b>	<b>4524</b>
<b>Total (in %)</b>	<b>99.87</b>				<b>0.13</b>		<b>100.00</b>

The Register, all other papers and relevant records relating to e-voting and poll paper would be handed over for safe custody and for declaration of results to Mr. C.S. Gugliani(Company Secretary) who has been authorized by the chairman of the meeting to receive the voting papers and other documents from the Scrutinizer.

**Conclusion:**

**Item: 1**

**Ordinary Resolution to consider and adopt the Audited Financial Statements for the financial year ended as on 31<sup>st</sup> March, 2019, together with the Board’s Report and Auditor’s Report thereon.**

Since the number of votes cast by the members in favour of resolution is hundred percent (100%) and the number of votes cast by the members against the resolution is NIL, therefore, the proposed Ordinary Resolution may be declared as passed unanimously.

**Item: 2**

**Ordinary Resolution to declare a dividend.**

Since the number of votes cast by the members in favour of resolution is hundred percent (100%) and the number of votes cast by the members against the resolution is NIL, therefore, the proposed Ordinary Resolution may be declared as passed unanimously.



**Item: 3**

**Ordinary Resolution to consider re-appointment of Mr. R. Krishna Kumar (DIN: 05344619) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.**

Since the number of votes cast by the members in favour of resolution is hundred percent (100%) and the number of votes cast by the members against the resolution is NIL, therefore, the proposed Ordinary Resolution may be declared as passed unanimously.

**Item: 4**

**Special Resolution to consider the reappointment of Mr. R. Krishna Kumar as the Managing Director of the company for a period of 5 (five) years, effective from 1st August, 2019:**

**“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. R. Krishna Kumar (DIN: 05344619) as Managing Director of the Company, for a further period of 5 (five) years with effect from 1<sup>st</sup>August, 2019 till 31<sup>st</sup>July, 2024 and he be paid remuneration as set out in the explanatory statement annexed hereto.**

**RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to alter and vary the terms and conditions of appointment of Mr. R. Krishna Kumar, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof.**

**RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the aforesaid period, Mr. R. Krishna Kumar shall be entitled to minimum remuneration as set out in the explanatory statement.”**

Since the number of votes cast by the members in favour of resolution is hundred percent (100%) and the number of votes cast by the members against the resolution is NIL, therefore, the proposed Special Resolution may be declared as passed unanimously.


**Item: 5**

**Special Resolution to consider the reappointment of Mr. Biren De as an Independent Director of the company for a period of 5 (five) years, effective from 1st March, 2020:**

**“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded for there-appointment of Mr. Biren De (DIN: 00011607) as an Independent Director of the Company, for a further period of 5 (five) years with effect from 1st March, 2020 to 28th February, 2025, whose term of office shall not be subject to retirement by rotation.”**

Since the number of votes cast by the members in favour of resolution is hundred percent (100%) and the number of votes cast by the members against the resolution is NIL, therefore, the proposed Special Resolution may be declared as passed unanimously.

**Item: 6.**

**Special Resolution to consider the continuation of Mr. Ravinder Nath as an Independent Director of the company until 29<sup>th</sup> February, 2020 and his reappointment for a further period of 5 (five) years, effective from 1st March, 2020:**

**“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded for continuance of office of Mr. RavinderNath (DIN: 00062186) as an Independent Director of the Company for his remaining term valid up to 29th February, 2020 and for his re-appointment as an Independent Director of the Company, for a further period of 5 (five) years with effect from 1st March, 2020 to 28th February, 2025, whose term of office shall not be subject to retirement by rotation.”**

Since the number of votes cast by the members in favour of resolution is hundred percent (100%) and the number of votes cast by the members against the resolution is NIL, therefore, the proposed Special Resolution may be declared as passed unanimously.



A handwritten signature in blue ink, appearing to be "P. C. Jain", written over the stamp.

**Item: 7.**

Special Resolution to consider the reappointment of Mr. Surinder Kumar Nagpal as an Independent Director of the company for a further period of 5 (five) years, effective from 1st March, 2020:

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded for there-appointment of Mr. Surinder Kumar Nagpal (DIN: 01171148) as an Independent Director of the Company, for a further period of 5 (five) years with effect from 1st March, 2020 to 28th February, 2025, whose term of office shall not be subject to retirement by rotation.”

Since the number of votes cast by the members in favour of resolution is hundred percent (100%) and the number of votes cast by the members against the resolution is NIL, therefore, the proposed Special Resolution may be declared as passed unanimously.

**Item: 8.**

Ordinary Resolution to consider the payment of royalty to a related party @ 5% net of taxes, on the net ex-factory sale price of the products.

“RESOLVED THAT pursuant to the provisions of Regulation 23(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any amendment(s) or modification(s) or deferment(s) or re-enactment thereof), and other applicable provisions, if any, of the Companies Act, 2013, the consent of the shareholders of the Company be and is hereby accorded for continuation of the payment of royalty/technical know-how fees at a rate of 5%(five percent) net of taxes, on the net ex-factory sale price of the Products, to Voith Paper Fabric and Roll Systems GmbH & Co. KG - presently known as “J.M. Voith SE & Co. KG” (VOITH), towards consideration for receiving technical know-how from VOITH, in accordance with the prevailing terms & conditions mentioned in the existing Technical Know-how Agreement entered by the Company with VOITH, subject to the laws, rules and the regulations as may be applicable from time to time.

RESOLVED FURTHER THAT this approval shall become effective from 1<sup>st</sup> July, 2019 or such other date notified for the purpose of implementation of Regulation 23(1A) of the Listing Regulations.





**RESOLVED FURTHER THAT** in case the aforesaid provisions relating to Regulation 23(1A) of the Listing Regulations stands modified/ withdrawn/rescinded, the Board of Directors of the Company shall have the authority to decide and pay royalty to VOITH at such rate as they may deem fit and appropriate in the best interest of the Company, as may be permissible under the provisions of prevailing laws or Listing Regulations, from time-to-time.”

Since the number of votes cast by the members in favour of resolution is hundred percent (100%) and the number of votes cast by the members against the resolution is NIL, therefore, the proposed Ordinary Resolution may be declared as passed unanimously.

Thanking you,  
Yours Sincerely,

**For P C JAIN & Co.**  
**(FRN: P2016HR051300)**  
**Company Secretaries**



**(P.C.Jain)**  
**PARTNER**  
**CP No. 3349**  
**M.No. F-4103**



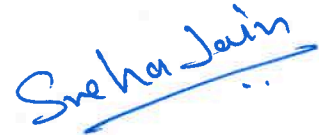
**Countersigned By:**



**(R. Krishna Kumar)**  
**Managing Director**  
**Voith Paper Fabrics India Limited**



**Witness 1**  
**Name: Purvika Jain**  
**Address: House No-2382, Sector-16**  
**Faridabad-121002,**



**Witness 2**  
**Name: Sneha Jain**  
**Address: Sector 81,**  
**FRGP-8, Second floor**  
**Puri VIP Floors,**  
**Faridabad-121004**

**Place: Faridabad**

**Date: 29<sup>th</sup> August, 2019**