

**VOITH PAPER FABRICS INDIA LIMITED**  
**TRANSCRIPT OF THE 55<sup>th</sup> ANNUAL GENERAL MEETING**

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Day : Thursday

Date/Time : 21<sup>st</sup> August, 2025 / 3:30 p.m. (IST)

Venue : Through video-conferencing

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**Martin Bassmann** - Namaste and good afternoon to ladies and gentlemen present for this meeting.

I am Martin Bassmann, Chairman of the Board of Directors, as well as the Chairman of Corporate Social Responsibility Committee, of our Company. I feel privileged to be interacting with you for the first time and I am participating in this meeting from my office in Germany, city of Heidenheim.

I welcome you all to the 55<sup>th</sup> Annual General Meeting of your Company. Now it is 3:30 p.m. according to Indian Standard Time and it is time to start the proceedings.

I would like to let you know that the proceedings of this meeting are being recorded and during the meeting, the participants would remain on mute.

Before we start the proceedings of this meeting, I wish to introduce my other colleagues of the Board, Key Managerial Persons & Auditors of the Company:

- Mr. R Krishna Kumar (Managing Director)
- Mr. Ravinder Nath (Non-executive & Non Independent Director)
- Dr. Deepti Gupta (Independent Woman Director)
- Ms. Pallavi Dinodia Gupta (Independent Woman Director)
- Dr. Ram Sewak Sharma (Independent Director)
- Mr. Kalyan Dasgupta (Chief Financial Officer)
- Mr. C.S. Gugliani (Company Secretary)
- Mr. Ankush Goel, representative of Statutory Auditors; and
- Mr. P.C. Jain, the Secretarial Auditor and Scrutinizer

I now request my colleagues participating in this meeting, to introduce themselves.

Starting first with, Mr. Krishna Kumar.

**R. Krishna Kumar** - Thank you Mr. Bassmann. Good afternoon everyone. I am R. Krishna Kumar, Managing Director of your Company. I too welcome you to the 55<sup>th</sup> Annual General Meeting of the Company. I hope all of you are doing great. I'm attending this meeting from the registered office of the Company at Faridabad. Thank you.

*Over to Chairman.*

**Martin Bassmann** - Mr. Ravinder Nath please.

**Ravinder Nath** - Good afternoon everyone and Chairman, Mr. Bassmann thank you for joining. I am Ravinder Nath, and I am a Non-Executive and Non-Independent Director of your Company and also the Chairman of the Stakeholders Relationship Committee of the Board of the Company. I am present and attending the meeting from my office in New Delhi.

**Martin Bassmann** - Thank you.

Dr. Deepti Gupta please.

**Dr. Deepti Gupta** - Hello and Namaskar. I am Dr. Deepti Gupta. I am an Independent Director in your Company and I am attending this meeting from my home in IIT, Delhi. Thank you.

**Martin Bassmann** - Thank you.

Ms. Pallavi Dinodia Gupta please.

**Pallavi Dinodia Gupta** - Good afternoon everyone. I am Pallavi Dinodia Gupta. I am an Independent Woman Director on the Board of the Company. I am also the Chairperson of the Audit Committee of the Board. I am attending this meeting from my office in New Delhi.

**Martin Bassmann** - Thank you very much.

Dr. Ram Sewak Sharma please.

**Ram Sewak Sharma** - Thank you very much Mr. Bassmann. Good afternoon to everyone. I am Ram Sewak Sharma, an Independent Director of your Company and I'm attending this meeting from my village called Hamirpura in Firozabad district of Uttar Pradesh, India.

**Martin Bassmann** - Thank you.

Mr. Kalyan Dasgupta please.

**Kalyan Dasgupta** - Good afternoon everyone. I am Kalyan Dasgupta, CFO. I am attending this meeting from the Company's registered office.

*Over to Chairman.*

**Martin Bassmann** - Thank you.

Mr. C.S. Gugliani please.

**C.S. Gugliani** - Good afternoon everyone. I am C.S Gugliani, Company Secretary. I am also attending this meeting from the Company's registered office at Faridabad. Thank you.

*Over to Chairman.*

**Martin Bassmann** - Representative of Statutory Auditor, Mr. Ankush Goel.

**Ankush Goel** - Good afternoon everyone. My name is Ankush Goel, partner in B S R & Co. I am attending this meeting from my office in New Delhi.

*Over to Chairman.*

**Martin Bassmann** - Thank you.

Representative of Secretarial Auditors and Scrutinizer, Mr. P.C. Jain.

**P.C. Jain** - I am P.C. Jain. I am attending this meeting in the capacity of Secretarial Auditor and Scrutinizer from my office at Faridabad. Thank you very much.

*Over to Chairman.*

**Martin Bassmann** - Thank you very much all.

**Martin Bassmann** - We have the requisite quorum present to conduct the proceedings of this meeting and, I call this meeting then to order. Now I request the Company Secretary, Mr. C.S. Gugliani, to provide general instructions to the members regarding participation in this meeting please.

**C.S. Gugliani** - Good afternoon once again and thank you Chairman. Please note that in compliance with the guidelines issued by the Ministry of Corporate Affairs, applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the 55<sup>th</sup> Annual General Meeting is also being convened through video conferencing. Before we proceed further, I would like to mention certain points for your information and effective participation in this virtual meeting.

In accordance with the provisions of the Companies Act and SEBI Listing Regulations, the members have been provided with the facility to exercise their right to vote by electronic means both through Remote E-voting facility and E-voting at the Annual General Meeting. The members who have not yet casted their vote through Remote E-voting, on the business items mentioned in the Notice of the AGM, and who are attending this meeting, the facility to cast the E-vote is available during the meeting and would remain available for 15 minutes after the conclusion of this meeting. The Remote E-voting for members began at 9.00 a.m. on Monday, 18<sup>th</sup> August, 2025 and ended at 5.00 p.m. on Wednesday, 20<sup>th</sup> August, 2025. Members may please note that there will be no voting by show of hands and the proceedings of this meeting are being recorded for compliance purpose.

The relevant statutory registers of the company are also available for inspection by the members electronically, through the link on the CDSL E-voting portal.

Members are encouraged to join the meeting through their laptops and use headphones for a better experience. Use of internet with a good speed is also recommended to avoid any disturbance during the meeting. Participants connecting with mobile devices or tablets or through laptops connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

As mentioned in the Notice, the facility of participation at the Annual General Meeting through video conferencing or other audio/visual means has been made available for at least 1000 members on first come first serve basis, except for large shareholders, promoters, institutional investors, directors, key managerial personnel, the chairperson of the audit committee, nomination and remuneration committee, and stakeholders relationship committee as well as the auditors, who are allowed to attend this AGM without any restrictions on account of first come first serve basis.

As the AGM is being held through video conferencing, the facility for appointment of proxies was not applicable, and hence the proxy register for inspection is not available. However, a body corporate is entitled to appoint authorized representative to attend the AGM through video conferencing or other audio-visual means and participate and cast the vote. The registered office of the company situated at 113/114-A, Sector-24, Faridabad-121005 (Haryana) shall be deemed as the venue for this AGM and proceedings of the AGM shall be deemed to be made here at.

We have received requests from some members for registration as 'speaker shareholders' at the meeting. All such shareholders who are present today shall be allowed to speak sequentially once the Chairman directs for the same. We request speakers to limit their speech to about 5 minutes only. The queries from shareholders, if any, would be responded towards the end of the meeting.

With this, I now request Mr. Martin Bassmann, Chairman, to continue with the proceedings of the meeting. Thank you.

**Martin Bassmann** - Thank you very much, Mr. Gugliani.

Before we take up the items as per the Notice, I would like to share with shareholders the performance of our Company during the financial year ended March 2025, and the general outlook for the sector.

**Martin Bassmann** - Good Afternoon, Ladies & Gentlemen,

It is my privilege to welcome you all to the 55<sup>th</sup> Annual General Meeting of your Company. I sincerely thank you for joining us today through the virtual platform. This AGM is special for me personally, as it is my first opportunity to address in my capacity as the Chairman of your Company.

It gives me great satisfaction to share that the Company has successfully completed another year of steady and consistent growth in both revenue and profitability. This performance is the result of the dedication, the hard work, and the commitment of our employees in all levels, who have continually strived to meet and exceed customer's expectations.

India continues to remain one of the fastest-growing economies in the world. Strong momentum in manufacturing activities, coupled with favourable government initiatives such as the New Education Policy, increased public spending on education, and the ban of single-use plastics, are opening up new growth avenues for the paper industry. Additionally, the rise in cashless transactions, expansions in e-commerce and packaged goods delivery, increased use of digital billings, and the growing demand for sustainable packaging solutions are expected to further boost paper consumption in the upcoming years.

The future of the paper industry in India is promising, driven by urbanisation, the growth of e-commerce, and the global shift towards eco-friendly materials. Recycling and resource efficiency will be central to this transformation, and our industry will play a critical role in this change.

During the past year, our Company has not only maintained but strengthened its position as the first-choice supplier of the paper machine clothing in the market, backed by strong after-market sales service and customised solutions to meet our customers' evolving needs.

At Voith, we remain deeply committed to sustainability through our global initiative, *Papermaking for Life*, which focuses on reducing the resources required in the paper manufacturing process. With the continuous technological support from the Voith Group, we are able to maintain a competitive edge by offering innovative solutions and advanced machine clothing designs that enhance both paper quality and production efficiency.

I am also pleased to inform about commissioning of our rooftop Solar Photo Voltaic Power Plant, in our company recently. With an installed capacity of approximately 4.5 MW, it is currently one of the largest rooftop solar power generation plant in an industrial undertaking in North India and shows our commitment towards using sustainable energy solutions in our operations.

Our commitment goes beyond business performance. We take pride in being a socially responsible corporate citizen. Through our CSR initiatives, we have continued to support causes such as women's empowerment, livelihood generation, healthcare, hygiene promotion, and community development, with a focus of uplifting economically weaker sections of society.

In closing, I extend my heartfelt gratitude to our customers, our vendors, our employees, and you - our valued shareholders - for your unwavering trust, cooperation, and encouragement. It is your continued support that inspires us to aim higher, work harder, and deliver stronger results year after year. Together, I am very confident, we can achieve even greater success in the future.

Thank you very much.

**Martin Bassmann** - The Notice convening this AGM and the Audited Financial Statements together with the Board's Report and Auditors' Report thereon, have already been circulated to the members electronically and I take the same as read.

However, I request the Company Secretary, Mr. C.S. Gugliani to provide a summary of the Auditors' Report.

**C.S. Gugliani** - Thank you Sir.

The Statutory Auditors, B S R & Co. LLP and the Secretarial Auditors, P.C. Jain & Co., have expressed unqualified opinion in their respective audit reports for the financial year 2024/2025. There were no qualifications, observations or adverse comments on financial statements and allied matters, which have any material bearing on the functioning of the Company.

The Statutory Auditors Report on the financial statements are available on page numbers 32 to 39 of the 55<sup>th</sup> Annual Report. The Secretarial Auditors Report is available as Annexure IV to the Board's Report on page numbers 14 to 16 of the 55<sup>th</sup> Annual Report. Thank you.

*Over to Chairman.*

**Martin Bassmann** - Thank you, Mr. Gugliani.

We shall now take up the business items as set forth in the Notice. I am pleased to bring to your notice that, as required under the Companies Act, 2013, the Company has provided you all, the facility to cast your vote electronically, on all resolutions set forth in the Notice.

We will open the floor for questions by members after the business items are taken up and I request the Company Secretary to brief the same to everyone and also to invite the registered members to express their views.

**C.S. Gugliani** - Thank you, Sir.

Members may please note that the following business items are to be transacted at this AGM:

**Item No. 1 of the Notice - Adoption of Financial Statements.**

The Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025, together with the reports of the Board of Directors and Auditors thereon.

**Item No. 2 of the Notice - Declaration of Dividend.**

The Board has recommended a final dividend @ 100%, i.e., Rs.10/- per equity share of Rs.10/- each fully paid-up, for the year ended 31<sup>st</sup> March, 2025.

**Item No. 3 of the Notice - To reappoint the Director who retires by rotation.**

Mr. Ravinder Nath, who retires by rotation and, being eligible, seeks re-appointment, by way of a Special Resolution.

**Item No. 4 of the Notice - Appointment of M/s Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company**

Approval is required for appointment of M/s Price Waterhouse Chartered Accountants LLP as the Statutory Auditors of the Company for a term of 5 consecutive years, from Financial Year 2025/26 to 2029/30, by way of a Special Resolution.

**Item No. 5 of the Notice - Appointment of M/s P.C. Jain & Co., Company Secretaries as the Secretarial Auditor of the Company.**

Approval is required for appointment of M/s P.C. Jain & Co., Company Secretaries as the Secretarial Auditor of the Company for a term of 5 consecutive years, from Financial Year 2025/26 to 2029/30.

**Item No. 6 of the Notice - Re-appointment of Dr. Deepti Gupta as an Independent Woman Director**

Approval is required for re-appointment of Dr. Deepti Gupta as an Independent Woman Director of the Company for another term of 5 consecutive years, effective from 30<sup>th</sup> July, 2025, by way of a Special Resolution.

## Item No. 7 of the Notice - Approval of the Material Related Party Transactions

Approval is required to approve the Material Related Party contracts or arrangements during the financial year 2025/26.

In accordance with the provisions of Companies Act, 2013 and SEBI Regulations, the Holding Company is ineligible to vote on this item, being a related party.

The text of the resolutions on respective items is available on the E-voting platform of CDSL.

Now, I would invite the 'speaker shareholders' to ask questions or present their views at the meeting.

Members are requested to keep their questions brief and specific. The moderator will facilitate their participation. To avoid repetition, answers to all the questions will be provided at the end.

Now I would call upon the name of persons who have pre-registered themselves as 'Speakers' for speaking at the AGM and would request the moderator to unmute them one-by-one.

**C.S. Gugliani** - To start with, Mr. Manjit Singh from Delhi.

**C.S. Gugliani** - Moderator, please unmute them.

**Moderator** - Not present.

**C.S. Gugliani** - Okay.

**C.S. Gugliani** - Mr. Praveen Kumar.

**Moderator** - Not present in the meeting.

**C.S. Gugliani** - Okay.

**C.S. Gugliani** - Ms. Meenal Varun Bang.

**Meenal Bang** - Yes, Am I audible?

**C.S. Gugliani** - Yeah please.

**Meenal Bang** - Yeah, first, of all, thank you for the opportunity. I have few questions and I will just read them once.

1. How would you define the opportunity size for us in key export markets and what is the right way to look at it?
2. We have significant market share in domestic market and growth is largely linked to paper industry growth. From that perspective, what is the growth in exports business linked to?
3. From exports perspective, what are our key focus areas from near to medium term perspective?

4. How much do we have to rely on our parent and what is it in our hands? I mean, what are internal or external factors that will determine growth of exports?
5. How do you see impact of tariffs on our exports to USA?
6. Our domestic business is not just about manufacturing. It has a service element too. From that standpoint, what is the nature of exports business and how is it compared to domestic?
7. How has a market positioning changed in the domestic market? How do you see capacity addition in domestic paper industry in next two to three years and do we expect acceleration in growth momentum basis of that or it will be same as recent years?
8. How do we evaluate the financial estate opportunity and kindly let us know how much is the area constructed and rented out and what is the yearly escalation clause?
9. Given that for us land is historical cost. IIR for us should be very sharp on this investment of around 30 crores. How is the rent per square foot decided?
10. We continue to accumulate cash in the balance sheet. Can we please have a fixed timeline to evaluate cash utilization? Otherwise it is better we return the same to our shareholders.

Please share your thoughts on this. Thank you.

**C.S. Gugliani** - Thank you.

Next is Mr. Himanshu Upadhyay.

**C.S. Gugliani** - Mr. Himanshu Upadhyay. Moderator, please unmute them.

**Himanshu Upadhyay** - Am I audible?

**C.S. Gugliani** - Yes, please.

**Himanshu Upadhyay** - Yeah, Hi. Thanks for the opportunity. Here are my questions.

1. The revenue for the company has increased consistently for the last three years, but the orders received is down over the three years. What is the reason for that? And how worried should we be about lower orders we got three years back?
2. In last two years, we have done additions of 57 crores to plant and machinery. Still some Capex of 5 crore is pending and capital work in progress of rupees 12.9 crores is pending. Can you tell where this Capex has majorly gone in terms of capacity and new products or markets we can serve?
3. Do we have any other plans for Capex besides the eight projects which are in progress?
4. What is the outlook for exports for the company for the next two to three years and is the majority of Capex done to cater to export market?

Thank you.

**C.S. Gugliani** - Thank you Mr. Upadhyay.

**C.S. Gugliani** - Mr. Krishan Lal Chadha

Moderator, please unmute Mr. Chadha.



**Moderator** - Not present.

**C.S. Gugliani** - Okay. Mr. Raju Verma.

**Moderator** - Not present.

**C.S. Gugliani** - Okay.

Mr. Chetan Chadha.

**Chetan Chadha** - Hello?

**C.S. Gugliani** - Yes, Mr. Chadha please.

**Chetan Chadha** - Can you hear me sir?

**C.S. Gugliani** - Yes, please.

**Chetan Chadha** - Thank you sir. Thank you so much for giving me a chance to speak with you. Myself, Chetan Chadha, and I'm joining this AGM from New Delhi at my home. And, I am really thankful to the moderator and the secretarial department to give me the chance to speak with you.

First of all, sabse phle toh mai apka dhanyawad krna chahunga jinhone mujhe Annual Report ki hard copy ki maine request ki thi, apne on timely provide kradi. Sir, agar hum last year ke financial year se dkhe toh hmare jo revenues hai vo 1800 million se badhke 1900 million hue hai or hmari jo EPS rhi hai vo 82 rupees se badhke 90 rupees rhi hai, yani ki almost 10% ki growth rhi lekin agar hum 5 saal se dkhe toh jis time COVID start hua hmne VC model se meeting krni start ki toh jo hmara revenue tha voh 1174 million se aj hmara 1900 million ko cross krke aj 1830 million pr khada hua hai last 2 decade ke andar, toh matlab jha tak hamen growth dikhti hai na us tarike se shareholder ko return nahin dikhti hai, kyunki board khi pe bhi dividend ke bare me nahi sochta ki shareholder ko dividend kis tarike se kis manner se hamen dena chahiye. Kya prospectus hai, Board ka ye samjh pana thoda mushkil rhta hai. Jahan tak bonus ke bare me hum sochte hai vo toh abhi sir khi dur-dur tk mtlb aisa lagta hai ki board ne sochna hi abhi shuru nahi kiya uske bare me ki kab tak hum log soch payenge or yadi ap 5 saal me apna remuneration vgrh dkhenge vo thoda fast moving growup hai uske bare me board pura dhyan rkhta hai ki kis tarike se uspe dhyan focus rkhna hai ki usko time-to-time apas mein, kyuki approval 4-5 logo ne karna hai or Board ke pass hi 51% ka stake hai toh yadi shareholder usko against bhi krna chahe toh humlog agr usko against bhi krenge toh shayd use koi impact nahi ata. Toh aap log jo bhi apas me decide karke rkhte hai usme aap apne hisab se usko automatically grown-up dete rhte hai toh shareholder ko mtlb apne paise par return ke bare me kab tk use sochna hoga kyuki agr jo paisa aap as a remuneration lete hai use as a dividend ke taur pe divide kare toh apke pass toh vaise hi 51% se upar ka stake hai toh vo apke pass automatically pohoch hi jata hai vse bhi paisa, toh hum logo ke pass bhi yahi hai ki thode bhot paise jhalak jayenge humen bhi saal me us tarike ki mtlb hme lgaga ki hanji board ne us tarike se usko distribute kia hai ki clear manner mein hum tk pohoch jati hai. Jab physical

manner me hum meeting krte the tab bhi shareholder hamesha grievances mein hi rhta tha toh koi ap log sunvayi kar nahi pate the usme jsa hum dkhte ki hmare small investor, total shareholder pattern jo hai sirf 5300 shareholder ka pattern hai hmara or 5300 shareholder me se 4950 shareholder hai jo small investor hai jinke pass 500 se km shares hai baki ke 300 kuch shareholder hi aise hai jinke pass major stake hai, us major stake me dekhenge toh jo shareholder ka jo range of hai toh agr small investor ke bare me ap kuch sochenge, uske benefit ke bare me sochenge toh hamein matlab shareholder ko bhi lgega ki kafi time se company se jude hue hai. Paper industry kahan se kahan pohoch chuki hai, paper ka price dekhiye agar hum dekhenge toh jo paper pahle hum 30-32 me bech rahey thay, vahan 30-32 rupye ke paper se aj 80-85 me bhi bech rahe hain matlab price of variation itna ho gya hai ki profit of margins nahin badh pa rhe, jo beneficiary hai mtlb vo complication hai investment one-time ho chuki hai paper ki mill vale aj itne itne profit me hai agr hum apne competitor dkhenge toh unhone shareholder ko itna-itna aap Quantum paper dekhlo, ap or koi company ke paper vale dkhlo unhone shareholder ko itni 10-10 guna return dedi hai pr hmare share ka price easily kabhi hilta hi nahi hai thoda sa bhi movement nahi hoti, isme volume nahi ban pata shareholder investment karne ke liye nahi aa pata, aap ye dkho hmari other income jot hi last year 146 million ki thi vo bhi badhke 164 million ho gayi hai, vo bhi itna bada impact de rahi hai uske bavjud bhi hum dividend ke bare me shareholder ko de pana bada mushkil sa lgta hai ki kuch hum de payenge shareholder ko, kabtak ye shareholder survival me rahega is bare me thoda dekhen. Jha tk hmari value creation hai, shareholder ki value creation ko badhane ke liye ap log koi aisa kadam utha nahin pa rahe ho, matlab value creation toh badh rhi hai lekin board ki bdh rhi hai asa lg rha hai ki unki net worth value badhti ja rhi hai or shareholder ko kabhi matlab aisa kuch mil nahin paya hai company ke through. Yeh dekhiye ki kis tarike se board kam kr rha hai, kya hmlog us tarike se capability nhi bdha pa rhe hai, mtlb kya kmiya hai hmare andar hme kya use khojne ki zrrurat nhi hai, last year bhi hmne speaker ke lie apko diya, mai joined tha uske bavjud bhi apke moderator ne bol dia ki he has not joined, uske bad aap log meeting khatam karke chaley gaye, mtlb ek smjh nhi pate hum ki kis tarike ka conversation chl rha hai, ya toh moderator sir dhyan nhi kr pa rhe ki shareholder joined hai ya nhi hai, abhi bhi is portal pe bhi joined hai isme naam dkhiye jo portal pe joined hai, samne se in front me 2 naam joined hai, vo samne se keh rhe hai Krishan Lal Chadha ji joined nhi hai, sath baithe hue hai, ap kaho toh samne ye rhi video ye sath me baithe hue hai, inhone bhi join kr rkha hai or apka moderator ye bol rhe hai vo join hi nhi kr rkhe, mtlb smjhna bda complication ho jata hai ki jb ek shareholder joined hai yato unko ye nhi nazar aa rha ki kis tarike se VC mode me meeting karni hai, apke shareholder present kitne hai apne ye nhi bataya bss apne bataya ki quorum pura hai, quorum kitne logo ka chahiye? 15 logo ka chahiye? 30 logo ka chahiye? Ap Gugliani Sir itne purane ho chuke hain, itne saalo se company ke andar hai, secretarial department sambhal rhe hai, km se km ye btaiye ki 35 log abhi hmari AGM join krke baithe hai, taki pta lge ki 5000 shareholders me se keval 35 log hi interested hai hamari company ke bare me AGM me sunne ke bare me zyada log nhi hai, km se km kuch toh ek data base shareholder ke saath share kijiye ki kitne log baithe hue hai or kitne log hamare saath attentively joined hai AGM ke andar, is bare me apko sochna chahiye. Or ye btana chahiye ki kitne shareholders ne Annual Report ki hard-copy ke lie ap logo ko request dali hai, apne company ke kitne shareholders ko provide krayi hai on-timely is bare me detail, yahan pe yeh sara pattern hona chahiye. AGM ka matlab hi yahi hai. Apne other expenses dal diye khali, isme other expenses me kis tarike se kharche kie ja rhe hai is bare me bhi sochna hoga ki kya-kya cheezen kharch ki ja rahi hain, kya-kya nhi kharch ki jar hi hai or hmare kitne case abhi pending chal rahen hain, court me purane taxes ko lekar, uske bare me resolvance ko lekr bhi hum kya kadam utha rhe hai or kbtu uske bare me hum sochenge. Jahaan tak unpaid dividend ke bare me dekhte hain voh bhi pendency khadi hui hai

hamari, uske liye apne koi, jaise aur companiyan 100 days ka initiative chala rahin hain, hamari company mein aap itne kabil hai or apne koi asa initiative ke bare me socha hai ki company shareholder ko koi ek 100 days ka dividend ko chalane ke bare me soche jinke unpaid dividend reh gye hai unko ap log kuch help krengre mtlb yeh samne se ek initiative hota hai dkhne vala, jahan tk ki shareholder apke sath ek family member hai vo juda hua hai. Toh jahan tak advance from customer hai, last time hmara 15.5 million ka tha hmara advance from customer jo humne badhake 22.5 million le gaye hain hum, iska main reason kya rha hai, jha tk last time hamare others me bhi jo loan tha other liabilities me 1.17 million se badhake ke hmne 8.50 million kra, iska kya reason rha hmara ki iss saal humne isko bhi kyu bdhaya. Jab hum employee benefit ko badhate hai, kya hum iss paise ko employees ke benefit me kharch krne ke bare me soch rhe hai? Iske bare me thoda zaroor bataiye ki hum is tarike ke kadam kyu utha rhe hai ki hume agey jake mushkilon ka samna krna pde. Jha tk hum apni commissions hai, vo bhi last time hmne 9.85 million kharch ki thi or is saal hmne 14.5 million kharch ki hai, iska kya reason rha hai? Yeh sari ki sari chizen hmari profitability ko down to earth kr deti hai. Jha tk hum revenue outside of India dkhe toh outside of India se humne last time 263 million gain kia tha aur vha se humne is saal 290.57 gain kia hai or US ne jo 25% ka tariff lga dia hai, uska ane vale time me humne kya preparation sochi hai ki hume uska kya impact ane vala hai kyuki iss se or load pdega hmare upr toh hmari product ki khud ki costing badh jayegi toh kya hum age US ke sath koi deal krne ke bare me sochenge ya hume another country ke andar apne product ko sale through krne ke bare me sochna hoga, hume apne apko diversify krne se bare me sochna hoga ki hum apne product ko US ko na bechke another country ko de taki vha se apne revenues me uthaye order ya hum apne product ki value ko utna increase kr payenge? Jha tk dkha jaye humne materials ki inventory ko is saal humne cost material ko last time humne 200 million ki purchase ki thi or is bar humne 225 million ki purchase ki hai toh ye agr hum dkhe almost 20-25 million ki humne zyada purchase ki hai, ye costing badh gyi hai hmari? Ya iske piche ka kya reason rha hai? Iske bare me thoda ap zrrur btaye. Jha tk humne bonuses is saal baten hai, shareholder ko bonus nhi mila kuch bhi.

**C.S. Gugliani** - Mr. Chadha, I request you to brief your views because there are some other shareholders waiting.

**Chetan Chadha** - Sir mai Annual Accounts ke alava apse koi sawaal nahin kr rha. Agar mai apse koi family bat kr rha hota toh mai apse is bare me koi interruption chahta tha. Mai apse koi bhi apne ghr me function ke bare me, relative bachhe ke birthday ke bare me baat nhi krna chahta ki uska birthday kab hai? Ya mai koi Diwali-holi ki bdhayi nahi dena chahta. Kyunki mujhe badhaiyan mili nhi hai toh mai kse badhayi dunga? Mujhe badhayi milengi toh mai badhaiyan batunga sir main bat yeh hai. Jahan tak humne bonuses dkhe hai toh last year humne 186 se badhake 204 yani ki almost 18 million humne extra bonus bantaa hai, toh voh bonus shareholder ko bhi milna chahiye. Matlab shareholder ko nhi mila kuch bhi or baki sab jagah bat gya, toh ye sochne ki bat hai ki hume kbt millega ye bonus? Is bare me btaiye, isi ke sath mai samapt krunga ki ap itne kafi hai sawalo ke jawab dede mujhe.

**C.S. Gugliani** - Thank you Mr. Chadha.  
Now, I request Mr. Aspi Bhesania.

**C.S. Gugliani** - Moderator, please unmute Mr. Aspi Bhesania.

**Aspi Bhesania** - Am I audible?

**C.S. Gugliani** - Yeah, you are audible.

**Aspi Bhesania** - Can you hear me? I am attending another AGM. Can you call me after 5 minutes? I am talking on another AGM.

**CS. Gugliani** - I think he is attending two AGMs together.  
Mr. Bhesania?

**C.S. Gugliani** - Moderator is he online?

**Moderator** - Sir, he is right now in Attendee. You can move forward, after that we can ask the questions.

**C.S. Gugliani** - Thank you.  
Mr. Sandeep Jain

**C.S. Gugliani** - Kindly unmute Mr. Sandeep Jain.

**Sandeep Jain** - Am I audible sir?

**C.S. Gugliani** - Yes, Mr. Jain please.

**Sandeep Jain** - Yeah. Good afternoon everybody. Thanks for giving me time to speak. I'm Sandeep Jain a shareholder from Kolkata from the last 15 years or so. I along with my family members also hold good chunk of shares. I have so many things to say for promoters and directors to look into it but I know the time, I'll try to complete within the stipulated time, maybe if I exceed some of the time, please forgive me. First of all I must say that the promoters, directors and I as a shareholder, everyone, each and every shareholder who is attending this AGM, wants our company to grow and create value for shareholders. My thoughts and deliberations are towards the same.

My first point is NSE listing, towards NSE listing, as our shares are listed only on BSE that nowadays the NSE commands 90% stock market in India. I had raised this issue sometimes in 2023 AGM also, and you replied that you will look into it. I urge you to seriously consider the possibility of getting listed on NSE. It is a well-known fact that NSE has better liquidity, better participation, and as a minority shareholder we will have better liquidity, better price discovery for the company. Our company will have better visibility amongst the other stakeholders. It maybe some small cost affairs, but with no further burden of compliance as such, it will bring lots of benefits to minority as well as promoters.

My second point is towards participation, I'll request the board to consider meeting if not quarterly at least semi-annually so that shareholders can have better understanding of the business, your thought process,

your future outlook, and the culture of the organization. This is a one way interaction, questions are directed to management and there is no scope for a follow up question which make it difficult for shareholders to better understand the company. I'll request you to please consider this and give it a serious thought. This will only improve our visibility and better price discovery for the minority shareholders.

Third point is towards ROE and ROCE. As a listed company, we disclose financial ratios and Annual Report every year. Amongst those ratios, some very important ones which investors generally consider while investing is return on equity and return on capital employed. It is very surprising that with such a good product and such good operating margin under such a great parentage, we are still struggling below 11% and 14% respectively in the latest Annual Report. I urge you to share what is the thought process of the board, what steps have been taken to increase it, and some roadmap for the next five years. Where do you see the ROCE to reach? Maybe not a guidance but a broad thought process. I don't think for the next two years, one year. I need a broad thought process of the board for the next five years.

Fourth point is towards payout ratio. My other fellow shareholders have already spoken on very important ratio which investors used to look into a company as a payout ratio or payout ratio has been consistently very, very poor as observed by some past speakers and also observed in the earlier AGMs. It is around 10%. Our Capex is in the range of 50% of our cash profits, that is profit after tax plus depreciation, we are still left with a huge amount which is generally taken into already accounts in banks. If we improve payout ratio, this will increase our ROCE significantly. In turn will help you report better payout ratio, because of better ROCE and ROE in Annual Report.

My fifth point is towards asset turnover ratio. I'd also like to hear your thoughts on the asset turnover ratio and the capital turnover ratio. Please dedicate some time and provide some insight so that we can understand what asset turnover ratio or capital turnover ratio you would like to see and achieve in the next 3 to 5 years. Again, this may not be in terms of amount but as to what is the thought process of the Board to take it to up to.

My sixth point is towards capacity utilization and Capex. Please give our current capacity utilization and percentage. Over the last four years cumulatively we have spent 872 million rupees and our manufactured goods has gone up by rupees 430 million. So that is half of that investment. I would like to know what percentage of the Capex we have created in the past 4 years which have started giving us results in terms of production or quality or whatever. What is the percentage in terms of utilization that we've achieved till now in terms of asset utilization which we have already created? And if you can please share what you have made Capex in the recent years as you have stated that Capex may not increase the capacity as such. The details shared in the Annual Report is very surprising, a repetition of last year's annual report, a three line paragraph under in the board report under the head capacity enhancement, a three line paragraph and if you feel this inadequate disclosure is due to business sensitivity and all, please arrange an offline discussion. I encourage you to please look into it and I can have an offline discussion also on this.

My seventh point is Forex Earning and Outgoing. I would urge the Chairman Sir to share some of your thoughts on the foreign exchange earning and outgo. I would like the Chairman to deliberate on your thoughts

on localization, what are your thoughts on PLI announced by the Government of India? What are we doing to take it? Our foreign exchange earning is at very low pace. Cumulatively forex earnings for the last 3 years is 78 crore and foreign exchange expenditure cumulatively in the last year is 220 crore. So please share your thoughts, what are your thoughts on localization, how are we going to improve it and where do we plan to take it in the next five years? Again not a guidance, a broad thought only.

Sir, I'll urge you to please respond and reply on the aforesaid views as these are some very important measures so please take some concrete steps that the minorities also get fair treatment. Due to paucity of time I'm unable to address things like construction of a new property which you built on 2025 and put it on a rent to an associate company because of no use immediately. In one of the board meetings in 2024, the board had passed a resolution to advance to an associate company which our board took a prudent decision not to take it further. I must thank the board for the same. The board as it would have been a very minority unfriendly decision. This you must have observed also that following the aforesaid board meeting, some of our resolutions were not passed. I'll urge the directors, please try to find out the reason behind the scenes. It takes a lot of years to build a goodwill but it is made of glass, destroyed in a second in a moment, please be mindful of the fact that the directors carry a huge responsibility, and the decisions of low payout maybe properly assessed while spending on some asset building and putting it on rent or holding case this is we feel is not going through with a good taste. Thank you for your patient hearing. I wish all the very best for all the endeavours and hope you take some measures for the minority. I am thankful to the management, especially Mr. Gugliani and Mr. Maheshwari for their efforts at all time. I hope it was clear in my communication and you should take some steps. Thank you.

**C.S. Gugliani** - Thank you, Mr. Jain.

Mr. Kamlesh Sogani

**Moderator** - Not present.

**C.S. Gugliani** - Thank you.

Mr. Saket Kapoor

**C.S. Gugliani** - Kindly unmute Mr. Saket Kapoor.

**Saket Kapoor** - Yes sir.

**C.S. Gugliani** - Yes, Mr. Kapoor please.

**Saket Kapoor** - First of all Namashkar to everybody. Mr. Martin, welcoming you as the Chairman, as the incumbent chairman and we hope that under your tenure, not only we will scale new heights in terms of operational profits, but also I'm very confident that you will take the steps that will lead to investors', minority shareholders' confidence also in the organization.

I would, first of all, for the benefit of you since many of the conversation was in Hindi by Mr. Chadha, but he articulated very strong points of how the minority shareholder rights are suppressed in this organization which

I would like to thank Mr. Sandeep Jain, the first speaker Meenal Madam, Mr. Upadhyay for highlighting the facts that should be brought to the notice of the board. And Chairman Sir, Mr. Martin, we hope that this should not be only mere words or statements that we people are spending our time and we have invested our hard earned money in the organization and we are just trying to communicate today and then it is put to dust only. So would request Mr. Martin, the board, especially Sharma ji, Deepti Madam and others to take note of the discrepancies that are there in the system. Otherwise, one shareholder would have raised the point, three of them and I'm the fourth one. I'm also an investor for the last, maybe 30 years, Porritts & Spencer was the organization wherein my father invested and he still calls by the name for Porritts & Spencer only, for Voith Paper.

So, I have a very strong legacy with the organization but very sad, I am aggrieved by the action by both our Managing Director as well as our honorable Company Secretary who have ignored the minority shareholders at their behest. There is no communication from either of them throughout the year, either in terms of any business update, any press release, any investor meet. This is Sir, Mr. Martin, you are in the global space and, you must be having the knowledge of how investor confidence is built over a period of time. Only submitting four statutory information, four times during the year does not suffice today's investment rationale in the listed space that is growing by leap and bound. Our company is sitting on a cash balance of more than I think so 165 crore commands a market cap of 700 to 800 crore rupees. Even after generating profit before tax of 53-54 crore.

Mr. Martin, since you are at the helm, you are representing the promoter who are holding 3/4<sup>th</sup> of the equity. Neither Mr. Krishna nor Mr. Gugliani holds even a single share. They are not bothered what the market cap is, they are bothered with what their remuneration are and as Mr. Chadha pointed out very categorically that their income has grown by leap and bound, even Mr. Dasgupta, and our dividend payout is only 10%. This is, just surprising Mr. Martin. You should take note of first of all it whether it has been done after the understanding by the promoters then we have, we are helpless. Other than that, if not Mr. Martin, take note of these points, bring the house to order, create shareholder value in your stewardship so that we investors should also applaud the good work done by the organization over a period of time. It should command a very high market cap than what it is today. And it is the duty of the KMPs who have forgotten their job towards the minority shareholders.

Sir, some of the points I think so I would Congratulate again, my earlier speaker Ms. Bang, Mr. Himanshu, Mr. Sandeep Jain and Chadha ji that they have highlighted all these important points especially Sandeep Jain ji, I am also from the same city of Kolkata. Jain sahib has very categorically mentioned the points that needs to be answered. And I request our MD to take note of the questions and do not give a holistic answer just giving a brief understanding. They have in fact, many speakers have given point wise point question. So please with due respect, give the answer in a point wise answer.

I will only conclude with very few points, firstly sir, if you could just give what are the plans for the Capex going ahead. Martin Sir, what can we expect that this organization will spend to improve, firstly enhance the capacity and improve the efficiencies going ahead. Again, you have articulated about the rooftop solar investment of 4.5 MW. What are the envisaged actions that would lead to lot of power cost savings and also will earn us the green tag, I think so these are very important aspects and I hope for the continuity of our



investment in green energy. Dividend payout I have already spoken about, Capex many people have spoken, so please let us know what the thought process behind and other than that sir, even for cash utilization, Martin sahab I would like to bring to your kind notice, there are various other instruments which are available and very well regulated instrument like liquid funds, like debt funds, wherein we would earn higher yield than keeping the money in fixed deposit. So we would like to ask the treasury people also what have they taken note of in terms of keeping the money, if they have kept it in pure FDs because that is not allowing us to create the right treasury income. So, steps should be taken to make better use of even treasury income, even if you are holding on to the cash.

And other than that Sir, will again request even in the annual report we have not taken advantage of this document. This document is a piece of your good work that should be measured by good depiction of photograph of the plants, machineries, key clients, feedback, testimony, all those stuffs can be very well put in as an input in the annual report but no steps have ever been taken Mr. Martin to take, I was the speaker last time in 2020 and I have very specifically mentioned all those facts, at that time Mr. Krishna Kumar was there in Kolkata. When he joined the AGM from Kolkata, I have noted it down and point wise I mentioned to him. Neither Mr. Gugliani nor Mr. Kumar took any notice or any botheration, post the AGM to even connect with any of the shareholders because me and my friend both have joined and none of us were briefed after that. So, Sir you take first the note of put the house in order. If investors are your support, the stakeholder's interest is paramount, then first look into this aspect also Sir. And other than that Sir, I'm also delighted that I'm speaking on a forum where Mr. R.S. Sharma has also joined. Sir, he has been the doyen of TRAI and under his leadership, there has been a lot of very many good changes and decision making that has happened when he was the ex-chairman of TRAI i.e., the Telecom Regulatory Authority of India. Even Mr. Sharma in his opening mentioned that he has joined from a village in Hamirpur. So this is how technology has evolved. So please once again Sir, look into it, deliberate into it, what should be done to improve investor confidence and NSE listing sir. These people will never guide you that NSE listing should go. But NSE listing is the foremost for us because it will improve the investor base. If you don't want to be remain listed, you go by the delisting process pay us our right value and leave, but I believe that you want to continue with the listing process. If you want to continue, please follow the bare minimum requirement which investors are owed to. We have put our hard-earned money in and the entire people, Mr. Krishna Kumar, Mr. Gugliani, all are the employees of the company, and they must understand this fact. I also thank Mr. Maheshwari, the only person I think so present here who at least reply and reverts to mail to investors. Even I visited, Sir to just give you last brief, you will understand the pain and the aggrievement of my state of mind Mr. Martin. I was there at the registered office on 12<sup>th</sup> of March, 2025, 15 days ago when maybe sometime in February I wrote to Mr. Gugliani requesting him for a very brief appointment of having some understandings since I travelled far from Kolkata. Mr. Gugliani did not revert to me. 15 days ago, I report to him, not 1,2,3 days. He can check the email, till today he has not answered. I visited, I was made to wait outside just at the gatekeeper, and the gatekeeper told me very categorically that Sahab is not available and in front of me only, he drove away. So, this is the disrespect the gentleman has shown towards the minority shareholder, and this is on record. You can check the visitor book, you can check it whether I have mentioned or anything that is out of context.



So Sir, now you are at the helm and we hope that you will crack the whip and create the value for us, and Sir please ask Mr. Krishna Kumar to answer the questions specifically to Capex, utilization of cash, utilization levels, how are going things looking up, even our Quarter One performance was stupendous, we have posted good set of numbers. So how the things are progressing for the year ahead. He owes to us, he cannot avoid us. So, Sir I'm very extremely sorry if I have uttered something which should not have been but since you are there at the helm and now this is the first meeting, you should know what is the condition of the house which you are now presiding. So, Sir I have kept the entire conversation in my best of ability in English language only so that all my facts can be conveyed to you categorically. And I've also covered the fact by what Mr. Chadha and other people have may mentioned in our vernacular language. I hope Sir, you will take the necessary steps going ahead and we will get the right value, right enterprise value for our organization. That's all from my side. Thank you very much Sir, for this opportunity. Really indebted to you for my patient hearings. Thank you Sir.

**Martin Bassmann** - Thank you.

**C.S. Gugliani** - Thank you Mr. Kapoor.

Next, Mr. Ankur Chanda

**C.S. Gugliani** - Mr. Ankur Chanda.

**Ankur Chanda** - Am I audible?

**C.S. Gugliani** - Yes, please.

**Ankur Chanda** - Okay. Good afternoon to everyone. Sir, mai bhi thoda sa jo pichle shareholder hai unhi ke sath agree krta hun bilkul matlab apki jo ye Corporate Governance failure hai, jo lgatar saare shareholders apke against bol rahen hai aur apke against hi hain saare toh mtlb khi na khi apme kmi hai jo koi bhi shareholder apke sath nhi chl rha kyuki ap unke sath chlNa hi nhi chahte lekin mai fir bhi ye janna chahunga ki hum jo lgatar, net income ati hai apki manlijiye 2022 me 153 crore ayi lekin uske against hamare expenditure 106 crore, fir 2023 me 175 crore net income, expenditure 123 crore, fir 2024 me 194 crore net income, 132 crore expenditure, fir 2025 me 206.5 - 207 crore or 140 crore expenditure. Basically, agar aap yeh dekho toh percentage 30% ya 32% ya 35% yahi percentage lagatar chal rahi hai joki expenditure or net income mein gap hai. Sir, itni zyada matlab consistency nahin ho sakti hai, ki bhai expenditure or aapke net income me 30%-32%-35% ka hi hamesha gap rahta hai sir? Yeh manipulation ho rahi hai sir, manipulation kar rahein hain kya aap isme? Matlab apne expenditure zyada dikha ke usko manipulate kar rahe hain kya? Toh yeh baat sabko bataiyega ki kyun aisa ho raha hai ki lagatar 30-32-35% hi hamari consistently gap aataa hai beech mein.

Toh yeh apko sabko batana chahaiye or doosri baat hamara share lagatar 52-week low ki taraf aa raha hai joki 3200 rupye tha aaj-kal 1900 ke aas-pass aa gaya hai, jo 1300 rupye 52 week low hai, dheere-dheere karte agar vahan bhi aa jayega toh kis tarah ho raha hai sir? Matlab theek hai mujhe pata hai ki company manipulate nahin kar sakti share price ko, market driven hai, joki aap baad me yeh bol denge ki yeh market driven hai hum kuch nhi kr skte lekin company ki policies pe depend karta hai sir, sari cheez company ki

policies par depend karti hai. Investor tabhi aataa hai share ke andar jab company ki policies achi ho, company badhiya kaam kar rhi ho, agar company ki policy hi achi nhi hogi toh investor ayega hi nhi, kya krne ayega sir? Vo chod deta hai share ko ki thk hai jane do jha ja rha hai, hmara koi mtlb nhi company ki policies achi nhi hai toh hum isme hath nhi denge, toh thoda is baare me bataiye ki kyun aise ho raha hain. Mai itna hi bolna chahta tha. Dhanyawad.

**C.S. Gugliani** - Thank you, Mr. Ankur Chanda. That's all the speaker shareholders we have today.

**R. Krishna Kumar** - Mr. Chairman, with your consent may I try to answer some of the queries which are not business sensitive?

**Martin Bassmann** - Yes, sure. Thank You.

**R. Krishna Kumar** - I took note of the questions so with your permission of the shareholders, I would like to combine some of the answers. I deeply respect the inputs of the shareholders, Sandeep Jain, Mr. Chadha, Mr. Kapoor, Mr. Ankur, thank you for all your inputs especially Mr. Sandeep Jain's comment on ROE and ROCE. Of course, Cash in bank or fixed deposit is not earning the same returns like the business is generating. So, consistently you have asked for paying out, this to shareholders, not only the minority shareholders also the majority shareholders decided, or at least the majority shareholder decided to remain reinvested into the business. So, they also have not asked for a higher dividend, only because our business is hugely capital intensive. It is the prudence with which we are operating that we could limit this Capex outgo to a very minimal extent. If one of the lines need a replacement, the cash in bank is not enough to even replace that one production line. So it is only our conservative way, the board is looking into these opportunities and it is for the security of the business, nothing else. Only for the security of the business we decided to keep the money because these are old machines what we are operating. If one of those line needs a replacement, as I mentioned already, this cash is not good enough. This is an honest response to all those information.

So, it is not only that the minority shareholders are limiting this ₹10 dividend, that is equally going to the majority shareholder also. But over the years you can see that we have increased. The board has decided to release more money as dividend. We will maintain. I am not giving any guidance, the board will consider each year whether to maintain it or increase it. That is the board's call at that point of time. But for the cash utilization, currently we are investing or keeping it in risk free or limited risk investments, and which is also as and when we need, we can tap on those investments and convert it into any of our Capex needs. So that is the only input I can provide based on the cash utilization and still why we are conservative on dividend payout.

As one shareholder pointed out, yes, 3099 was the 52 week high, but we are having no control on the stock market. Currently it is at around 1900 levels, but the business is growing consistently. There is no kind of cyclicity in our business which we are performing. The industry is having cyclicity, but our business due to the team's efforts we are able to maintain a steady growth.

So regarding the interaction with shareholders, yes, we interact with the shareholders through the Quarterly Reports, through the Stock Exchange, Annual Report and the AGM, that is how we have consistently maintained. We are not actively interacting with press or having any shareholder call on a quarterly basis, but we are going about doing our business in the best interest of our customers and all our stakeholders.

There is no manipulation, there is no other objectives. That is our commitment. The whole team I'm telling that is committed to improve the returns to the stakeholders. Whether they remain invested or they exit by selling the shares, it is their individual call. But, we have always consistently performed and that will continue.

Then on the specific some questions which Mr. Himanshu Upadhyay raised on Capex. Yes, we have spent in the last two years 57 crores in plant and machinery, but this 57 crores was not spent on any new product line. It is only spent on two elements, basic elements of a value chain of a product, the manufacturing chain of a product, only on two machines we had to spend 57 crores because when we go for latest technology replacement of machines or increasing the capacity, the outgo is much higher than what we have done in the past. So, 57 crores were spent for two odd machines. So you can imagine that if in a process line e.g. our major product which is press fabrics, the process line requires multiple machines to complete one product to improve the capacity. So, this is 57 crores what we spent and still some Capex is remaining which he has asked for.

Here, also the solar investment is also part of this cash outgo, and from solar there was a question on how much green energy we will use in future. If everything goes as planned, with this investment, around 55% of our energy consumption will be from solar. Balance will be from grid because solar has a disadvantage, it is only daytime production and the grid in the state of Haryana has a limitation of injecting into the grid or net metering with 500 KW. So we cannot give to the grid more than that. Because of that, there is a limitation currently, in case the policies change in future, we will be taking the necessary steps to improve the situation.

Then, whether the Capex has gone into new products or markets? No, the Capex has gone into improving the quality and capacity as well as introduction of a new product line, which is called the Forming Fabrics. One of the designs which we have wanted to make, we needed to have a new machine, so we invested more than 35 crores into that one machine, which is only a base making product. With that, we have captured the domestic market. We are not aiming with that for the export market. With that investment, we are capturing the domestic market and on most of our on-going products we have high market share and with this new product introduction we have in the early teens market share, and we are foreseeing that in the next two years we will be improving the market share to the similar product like dryer and press.

The other question was, do we have any other plans for Capex besides the eight listed one in the Annual Report? The board is evaluating the opportunities and if everything goes as planned, we might come back to you with what are our immediate plans in the next quarters.

What is the outlook for exports? Yes, that is why in the last two years we had approached you for related party transaction approval because this company has the resources to serve directly the South Asia market, including India and the neighbouring countries. Because as the shareholder rightly pointed out, this is not

only a selling business, this is also a service business, post sales service is paramount. So in other markets, we do not have direct service network. We are dependent on our parent company to tap on their existing network. So, whenever we are tapping any other export market, it is through the Voith existing network, that is why we asked the shareholder approval for related party transaction because that is the most cost effective way we can reach foreign customers rather than spending our own money to establish a new network, that will not be remunerative. So, these were the questions which Mr. Himanshu Upadhyay asked.

And then coming to the next set of questions by Ms. Meenal Bang, she asked for how do you define the opportunity size for us in key export markets? What is the right way to look at it?

Just to give a background, the global paper production is around 400 million tons, out of which India produces in the early 20s. So, we are around 5 - 5½ % of global production and surrounding countries maybe adding 1 million more. So we have a market outside, but Voith has presence in all those markets. They have manufacturing facilities, they have service network, they have large teams taking care of those markets. So, what we are trying to do is, if those markets need a product which we already make cost effectively, our teams there will ask us to deliver. So our responsibility will be limited to manufacturing and supplying, rest of the part will be taken care by the respective teams.

So if you would like to define the opportunity size? Yes, some of our products can be serving those customers. If those markets need a manufactured or 'Made in India' product, our teams in Voith, those regions will approach us and we will deliver. In a structured way, we will grow for the future because a lot of the Government of India policies in technical textiles, we are keeping a close watch on it. How can we tap on the benefits what they are introducing? Also, the skill sets of our team, whether it can be utilized to serve other markets. This is an ongoing process. We will keep on working on it.

The second question was, we have significant market share in domestic market and growth is largely linked to paper industry growth. From that perspective, what is the growth? As I mentioned, in exports also, the growth is linked to the paper industry growth, nothing else. So, if the paper industry in those markets are growing, if those markets have a capacity limitation to serve, they will ask us to deliver and that will be the basis for us to grow.

What are our key focus areas for export? We will be focusing on a product line called Dryer Fabrics. We will be focusing on a certain segment called Pulp Fabrics, in Forming, and also we will be focusing in South American market for the roofing industry, beyond the paper industry. These are the three segments of growth we have worked out together with our global teams and slowly and steadily. It is not that over a period of one quarter or four quarters we can achieve that. No, over a period of time, we will gain significant market share in those segments.

Impact of tariff. This is anybody's guess. On a daily and weekly basis, the announcements are changing. So currently I would refrain from commenting on that. Of course, if the tariff is high, that will restrict exports, unless those customers are willing to pay a higher price. So we will keep a close watch on the development.

Then the sixth question what she asked was, domestic business is not just about manufacturing, it has a service element too. Yes, for export business also those service elements, as I already answered, this will be taken care by, if we are serving North America, Voith has an established network in North America, those teams will take care of the service. We will only be taking care of manufacturing as per the specification, meeting the quality and repeatability expectations of the customer and delivering it to those markets.

And, how has our market positioning changed in domestic market? We are still maintaining a very high market share in each of the product line we make, whether it is Press Fabric, Dryer Fabric, Fibre Cement or Forming Fabric, so that is ongoing.

How do you see capacity addition in domestic paper industry over next two to three years? India mainly is based on private investments. One of the shareholder mentioned about Kuantum, but Kuantum is not our referral point because they are a paper manufacturer. We are a fabric manufacturer for that industry. So both the returns cannot be compared. So, coming to the paper industry growth, since these are private investment largely, they are verifying the market development. They need to be doubly sure on the return on investment, then only they will invest. If the past trends continue, the observation is that the paper industry grows 1-1½ % slower than the GDP growth of India. So, I hope, it is not a guidance, I hope that this trend might be continued. Now that we are more interlinked with the Asia Pacific market, we are not isolated India market. So the overcapacities in the Asia Pacific region, including China might end up in India, so depending on that, some customers might be slowing down their investment. We cannot guess that. So generally speaking, 1-1½ % slower than GDP is the expectation.

And, how did we evaluate the commercial estate opportunity? We didn't evaluate the commercial estate opportunity at all. What we did is that we have planned for future. How much space we will be needing for occupying our future capacity increase or requirements or product requirements, but we cannot go to authorities for approval on a piecemeal basis, small space by space. So, we have taken a futuristic plan and then we took an approval for construction. Part of that constructed area; we may not need immediately, only that space we have rented it out. So it is not, we have seen a business opportunity; we saw a need of increasing the covered space. Then we saw how much covered space we can build up. Do we have enough cash in hand to build that? We went ahead and then after, during that process, we saw that in the near term we may not need this much area, that part we have rented at market rates at the arm's length, nothing else.

Then coming back to the last question Ms. Meenal asked and all the other shareholders, I know you are aggrieved in your statements, you are expressing that over the years about not returning the cash in bank to you. But in one year if we need huge investment, again going, our preferred choice is not external borrowing. We manage it very prudently and I do hope that in the near term we will be giving you a much, what do you call it, a kind of path ahead where are we investing this cash into, but currently be patient because your cash is in safe hand. The business is giving returns faster than any other investment. So, I would urge that the respected shareholders who are with us since 30-40 years, I do believe that you will continue to be with us in the years ahead.

So, I could answer most of the technical part other than the cash utilization, on the cash utilization front, I had to combine, no other way because other details will be business sensitive in nature.

So Chairman, these are the responses I could give. If anything you would like to add, otherwise I will proceed with a vote of thanks to the Chair.

**Martin Bassmann** - Thank you, Krishna. I think we will take that serious. It was the first time for me to do so, and now, I thank you everyone for your participation in this virtual AGM Meeting.

Members attending the AGM today, who have not already casted their vote by Remote E-voting may cast their vote on E-voting platform now. The platform for E-voting shall remain open for further period of 15 minutes after conclusion of this AGM. The Board of Directors has appointed M/s P.C. Jain & Co., Practicing Company Secretaries, as the Scrutinizer, to compile the results of votes cast by Remote E-voting as well as votes by E-voting during this AGM.

Further, I hereby individually authorize the Managing Director, Mr. Krishna Kumar and the Company Secretary, Mr. C.S. Gugliani, to receive the Scrutinizer's Report and declare the results of voting in accordance with the requirements of applicable statutory provisions in this regard.

On behalf of the Board of Directors, I convey our sincere thanks to all Members for attending and participating in this meeting. Stay healthy and stay safe. I hereby declare the Proceedings as closed.

Thank you very much.

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