

P.C. JAIN & Co.

Company Secretaries

(Corporate Law & Insolvency Resolution Advisor)

Annual Secretarial Compliance Report of **VOITH PAPER FABRICS INDIA LIMITED** (CIN: L74899HR1968PLC004895) For the year ended 31st March, 2023

(Pursuant to the Regulation 24A of the SEBI (LODR) Regulation, 2015 read with Circular No. CIR/CFD/CMD 1/27/2019 Dated 8th February, 2019 & issued by SEBI)

To, Voith Paper Fabrics India Limited 113/114-A, Sector- 24 Faridabad, Haryana - 121005

Dear Sir,

We have examined:

- (a) all the documents and records made available to us and explanations provided by Voith Paper Fabrics India Limited ("the Listed Entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2023 ("Period Under Review") in respect of compliance with the provisions of:-

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India("SEBI");

The specific regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Head Office: #2382, Sector-16, Faridabad (NCR)-121002, India | +91 9953008338| 0129-4043388 Branch Office: #1515, LGF, DLF City IV, Opposite Galleria Market, Gurugram-122009, India | +91 9811087881 No. 33 www.cspcjain.com

corporatelegal@cspcjain.com

COMPANY







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

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

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

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5.	To examine details related to Subsidiaries of listed entities:	NA	The Company is not having any subsidiary.
	a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries		ria mig any sassialary.
6.	Preservation of Documents:	Yes	The Company maintains
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		data and records in the electronic mode as well as in physical mode
7.	Performance Evaluation:	Yes	At the Board Meeting
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations		held on 24 th May, 2022.
8.	Related Party Transactions:	Yes	The Company has
	 a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee 		undertaken related party transactions with the prior approval of Audit Committee.
9.	Disclosure of events or information:	Yes	All the material
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		events/disclosures were made by the company within the prescribed time limit.
10.	Prohibition of Insider Trading:	Yes	The Company maintains
1	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		a proper audit trail for the disclosure of all material events (Price Sensitive) in electronic mode through Software based SDD.
11.	Actions taken by SEBI or Stock Exchange(s), if any:	No	During the period under
	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		review, no disciplinary actions were taken against Promoter/ Directors/ subsidiaries/ listed entity.
12.	Additional Non-compliances, if any:	No	No such non-
	No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.		compliance is reported.
	COMPANY SECRETARIES	600	

Sr. No.	Particulars	Compliance Status (Yes/ No)	Observation Remark by									
1.	Compliances with the following conditions while appoin		PCS an auditor									
	 i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the 	No No	NA NA									
	end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or											
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year	No	No NA									
2.	Other conditions relating to resignation of statutory auditor											
	 Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: 	No	NA									
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	No	NA									
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not	No	NA									
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	No	NA									

3.	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	No	NA
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	No	NA

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regul ation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observati ons/ Remarks of the Practicing Company Secretary	Manag ement Response	Remarks
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regul ation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observati ons/ Remarks of the Practicing Company Secretary	Manag ement Response	Remarks
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

For PC JAIN & CO. Company Secretaries or (FRN: P2016HR051300)

P.C. JAIN
Managing Partner

M. No.: F4103 COP No.: 3349

Date: 29.04.2023 Place: Faridabad

UDIN: F004103E000223531