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**P.C. JAIN & CO.**

**Company Secretaries**

(Corporate Law & Insolvency Resolution Advisor)

**Annual Secretarial Compliance Report  
of  
VOITH PAPER FABRICS INDIA LIMITED  
(CIN: L74899HR1968PLC004895)  
For the year ended 31<sup>st</sup> March 2025**

(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015)

To,  
Voith Paper Fabrics India Limited  
(CIN: L74899HR1968PLC004895)  
113/114-A, Sector- 24  
Faridabad, Haryana – 121005

I, P.C. Jain, Managing Partner of P.C. Jain & Co. Company Secretary in whole-time practice, 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 2025 ("Period Under Review") in respect of compliance with the provisions of:-
  - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the regulations, circulars, and guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

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

- (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;
- (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)**

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- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable for the period under review)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable for the period under review)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable for the period under review)**

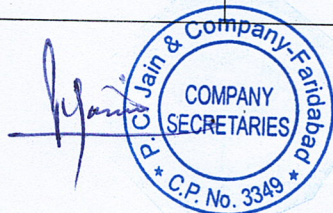
And based on the above examination, I/We hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1	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.	Observations/Remarks of the Practising Company Secretary in the previous report	Observations made in the Secretarial Compliance Report for the previous year.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Details of Violation/deviations and action taken/penalty imposed, if any on the listed entity	Remedial Actions if any taken by the listed entity	Comments of the PCS on the actions taken by the listed
1.	During the period under review i.e. FY 2023-2024, a fine of ₹11,800/- was imposed on the Company for 2 (two) days delay in filing of Related Party Transaction pertaining to half year period from 01st April 2023 to 30th September 2023	During the period under review i.e. FY 2023-2024, a fine of ₹11,800/- was imposed on the Company for 2 (two) days delay in filing of Related Party Transaction pertaining to half year period from 01st April 2023 to 30th September 2023	As per Third Proviso of Regulation 23(9) of SEBI (LODR), 2015 the listed entity shall make disclosures every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023	Late submission of disclosure of related party transactions on a consolidated basis for the half year ended September 2023.	The Company paid the amount of fine levied by the Stock Exchange & the Board has been duly informed about the levy of the fine and payment for late submission, at the Board Meeting held on 2 <sup>nd</sup>	





					February, 2024. The Board has commented and directed to ensure that timely disclosure is made to the Exchange in future.	
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(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b> 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.	<b>Adoption and timely updation of the Policies:</b> All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time as per the regulations/circulars/guidelines issued by SEBI.	Yes	The Company has updated the policies as per SEBI norms and updated the same on its website.
3.	<b>Maintenance and disclosures on the Website:</b> The Listed entity maintains a functional website Timely dissemination of the documents/ information under a separate section on the website Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-direct to the relevant document(s)/ section of the website	Yes	All the information relating to Directors, Policies, Announcements and other material Information is provided on the website of the Company.
4.	<b>Disqualification of Director:</b> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013	Yes	None of the Directors of the Board is disqualified as per Section 164 of the Companies Act, 2013.
5.	<b>To examine details related to Subsidiaries of listed entities:</b> Identification of material subsidiary companies Requirements with respect to disclosure of material as well as other subsidiaries	NA	The Company is not having any material unlisted subsidiaries.





6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	The Company maintains data and records in the electronic mode as well as in the physical mode.
7.	<b>Performance Evaluation:</b> The listed entity has conducted a performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Yes, the Company has conducted a performance evaluation of the Board, Independent Directors and the Committees.
8.	<b>Related Party Transactions:</b> The listed entity has obtained prior approval of the Audit Committee for all Related party transactions In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation of whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	Yes	The Company has undertaken related party transactions with the prior approval of the Audit Committee.
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	All the material events disclosures were made by the company within the prescribed time limit.
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company maintains a proper trail for the disclosure of all material events (Price Sensitive) in electronic mode through Software-based SDD.
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions were taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	During the period under review, no disciplinary actions were taken against Promoter/ Directors/ subsidiaries/ listed entity.
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such instances during the review period
13.	<b>Additional Non-compliances, if any:</b> No any additional non-compliance was observed for all SEBI regulation/circular/guidance notes etc.	No	No such non-compliance is observed.



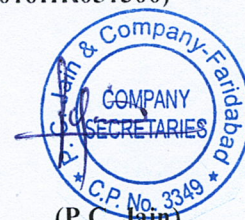


**Assumptions and Limitation of scope and review:**

- 1) Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2) Our responsibility is to report based upon our examination of relevant documents and information.
- 3) We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4) This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Faridabad  
Date: 10<sup>th</sup> May 2025  
UDIN: F004103G000313821  
ICSI Peer Review Regd. No.: 831/2020

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



(P.C. Jain)  
Managing Partner  
M. No: FCS 4103  
CP No.3349