

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

10<sup>th</sup> July, 2024

**BSE Limited**

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

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

**Sub.: 54<sup>th</sup> Annual General Meeting**

Dear Sir / Madam,

The 54<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on **Friday, 09th August, 2024 at 3:30 p.m. IST**, through Video Conference (VC) and/or Other Audio Visual Means (OAVM) at the deemed venue, at the Registered Office of the Company at 113/114-A, Sector-24, Faridabad - 121005, Haryana.

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

Yours truly,

For Voith Paper Fabrics India Limited

CHANDER SHEKHAR GUGLIANI  
Digitally signed by CHANDER SHEKHAR GUGLIANI  
Date: 2024.07.10 11:12:13 +05'30'

C.S. Gugliani

Company Secretary

FCS No.: 4301

## NOTICE

Notice is hereby given that the **Fifty-fourth Annual General Meeting** of the members of **Voith Paper Fabrics India Limited** will be held on **Friday, 9<sup>th</sup> August, 2024** at **3:30 p.m.** IST, through Video Conferencing (VC) and/or Other Audio Visual Means (OAVM) at the deemed venue, at the Registered Office of the Company at 113/114-A, Sector-24, Faridabad - 121005, Haryana, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2024, together with the reports of the Board of Directors and Auditor's thereon.
2. To declare a dividend.
3. To consider the re-appointment of Mr. R. Krishna Kumar (DIN: 05344619) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. **Confirmation of continuation of Mr. Benno Edmund Morlock (DIN: 08276536) as a Non-Executive Director.**

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Nomination and Remuneration Committee, as well as the Board of Directors of the Company, consent of shareholders of the Company be and is hereby accorded for the continuation of Mr. Benno Edmund Morlock (DIN: 08276536) as a Director, designated as Non-Executive Chairman of the Board of Directors of the Company not liable to retire by rotation, as nominated by the Holding Company - VP Auslandsbeteiligungen GmbH.”

5. **Continuation of Mr. R. Krishna Kumar (DIN: 05344619) as the Managing Director.**

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, 2024 till 31<sup>st</sup> July, 2029 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.”

6. **Approval of Material Related Party Transactions.**

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise the powers conferred by this Resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) during the financial year 2024-25 (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with JM Voith SE & Co. KG up to an aggregate value up to 20% (Twenty Percent) of the turnover of financial year 2023-24 of the Company; and with Voith Paper (China) Co. Ltd. up to an aggregate value up to 15% (Fifteen Percent) of the turnover of financial year 2023-24 of the Company, both being fellow subsidiary and accordingly related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the respective related party; for the sale, purchase of goods, material, services and other business transaction(s), subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company as mentioned in the explanatory statement annexed herewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ agreements/ transactions, settle all queries, difficulties, doubts that may arise in this regard, as they may in their sole and absolute discretion deem

fit or expedient, file requisite forms with regulatory authorities and to do or cause to be done all such acts, deeds, matters and things as may be necessary and appropriate and to delegate all or any of its powers herein conferred to any person(s), to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**Registered Office:**

113/114-A, Sector - 24,  
Faridabad - 121005 (Haryana) Delhi NCR, India.  
CIN: L74899HR1968PLC004895  
Telephone: +91 129 4292200; Fax: +91 129 2232072  
Website: [www.voithpaperfabricsindia.com](http://www.voithpaperfabricsindia.com), E-mail: [investorcare.vffa@voith.com](mailto:investorcare.vffa@voith.com)  
Place: New Delhi  
Date: 28<sup>th</sup> May, 2024

By Order of the Board  
For Voith Paper Fabrics India Limited

C. S. Gugliani  
Company Secretary  
FCS No. 4301

**NOTES:**

1. In continuation to all previous circulars issued by the regulatory authorities, and pursuant to latest Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA) & SEBI Circular dated October 7, 2023 in this regard, Companies have been permitted to hold their Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. HENCE, THE 54<sup>th</sup> AGM OF THE COMPANY IS BEING HELD THROUGH VC/OAVM AND CONSEQUENTLY THE MAP TO REACH THE AGM VENUE IS NOT BEING SENT ALONG WITH THIS NOTICE.
2. NORMALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED / ELIGIBLE TO APPOINT A PROXY, TO ATTEND AND VOTE ON HIS/ HER BEHALF AT THE AGM, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY (AS PER SECTION 105 OF COMPANIES ACT, 2013). SINCE THE AGM IS BEING HELD PURSUANT TO MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE ATTENDANCE SLIP AND PROXY FORM ARE NOT ANNEXED TO THIS NOTICE.
3. As per Section 103 of the Companies Act, 2013, participation of members through VC/OAVM will be considered for ascertaining the quorum at the AGM.
4. Corporate members are requested to send a duly certified copy of the Board Resolution / Authorization Letter to the Company or upload the same on VC Portal / e-voting portal, authorizing their Representatives to attend and vote at the AGM being convened through VC/OAVM.
5. An explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to the special business items to be transacted at AGM is annexed.
6. The necessary disclosures required to be made under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors who are proposed to be re/appointed at the forthcoming AGM of the Company, are appearing in the 'Board's Report'; and details of their shareholding are as follows:-

Name of the Director	Shares of the Company held in own name	Shares of the Company held by relatives	Shares of the Company held by/for any other person on a beneficial basis	Aggregate shareholding in the Company
Mr. Benno Edmund Morlock	NIL	NIL	NIL	NIL
Mr. R. Krishna Kumar	NIL	NIL	NIL	NIL

7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27<sup>th</sup> July, 2024 to Friday, 9<sup>th</sup> August, 2024 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
8. The Dividend as recommended by the Board of Directors, if approved by the members at AGM, would be paid electronically through various online transfer modes to those members who have updated their bank account details with the Company or its RTA and whose name would appear in the Register of Members as at Friday, 9<sup>th</sup> August, 2024. In respect of shares held in dematerialized mode, dividend would be paid to the beneficial owners of shares as at the end of business hours on Friday, 26<sup>th</sup> July, 2024 as per details furnished by the depositories for this purpose.

**For members whose bank details are not updated and/or to whom the electronic payment of dividend could not be made successfully, necessary dividend warrants / demand drafts / cheques would NOT be sent in pursuance of instructions/clarifications from SEBI in this**

regard. Hence, shareholders are advised to kindly update their NECS Mandates with the Company/RTA (for shares held in physical mode) or the Depository Participant (for shares held in demat mode) at the earliest.

Accordingly, the members are advised to always keep their bank account details updated with either their depository participant (where the shares are held in demat mode) or with the RTA (where shares are held in physical mode) of the Company - MCS Share Transfer Agent Limited, New Delhi, to receive the dividend directly in their designated bank account.

9. Members may also take note that dividend income is now taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from the dividend paid to the members at relevant rates as provided in the applicable provisions of the Income Tax Act, 1961, as amended, in accordance with the conditions specified therein. However, no tax shall be deducted at source on dividend payable to a resident individual, if the total dividend to be received by them during the financial year 2024-25 does not exceed Rs. 5,000/- and also where a member has provided the Form 15G / Form 15H (applicable to individuals aged 60 years or above), subject to conditions specified in the Income Tax Act, 1961, in this regard.
10. In pursuance of NSDL Circular No. NSDL/CIR/II/03/2023 dated January 11, 2023, resident non-individual members such as Insurance Companies, Mutual Funds, Alternative Investment Fund (AIF) and other Domestic Financial Institutions established in India and non-resident non-individual members such as Foreign Portfolio Investors may submit the relevant form, declarations and documents through their respective custodians who are registered with NSDL for tax services, at the online platform provided by NSDL, in order to determine the applicability and rate of TDS in respect of dividend.
11. Members holding shares in physical form are requested to promptly notify the change in their respective address and/or their NECS/ bank details, including PAN, KYC and Nomination details etc. always updated with the RTA of the Company.
12. Members holding shares in electronic / dematerialized mode are requested to notify the change, if any, in their respective address and/ or their NECS / bank details, to their respective Depository Participant (DP) and not to the Company or RTA.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.voithpaperfabricsindia.com](http://www.voithpaperfabricsindia.com). **It may be noted that any service request can only be processed after the folio is fully KYC compliant.** SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
15. Members are requested to note that the equity shares of the Company are compulsorily traded in dematerialized form. Members are therefore advised to immediately dematerialize their shareholding to avoid any inconvenience in future. Members may also kindly note that the SEBI vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that the transfer of securities would be carried out in dematerialized form only with effect from 1<sup>st</sup> April, 2019.
16. In order to render better and efficient service, we request you to consolidate the multiple folios existing in the same name and in identical order. Please note that consolidation of folios does not amount to transfer of shares and therefore, no stamp duty will be payable for the same. In case you wish to consolidate your folios, kindly forward your request along with the relevant share certificates to the company or its RTA, MCS Share Transfer Agent Limited, New Delhi.
17. Pursuant to Section 124 of the Companies Act, 2013, unpaid/unclaimed dividends up to the financial year 2015-16, stand transferred to the Investor Education and Protection Fund (IEPF) as at the end of year under review. Besides the dividend so transferred, Company has also transferred relevant shares to the demat account of IEPF Authority, in accordance with the applicable provisions of Companies Act, 2013 and Rules made thereunder. It may be noted that once the unclaimed / unpaid dividend and/or shares are so transferred; the same can only be reclaimed from the IEPF Authority in accordance with the applicable provisions of the Companies Act, 2013 and relevant Rules made thereunder, by following the prescribed procedure in this regard, by making an online application to IEPF Authority in e-form IEPF-5 available at [www.iepf.gov.in](http://www.iepf.gov.in) and by submitting certified copy of all relevant documents to the Company.
18. Vide the Master Circular (dated 17th May, 2023) for Registrars to an Issue and Share Transfer Agent, SEBI has simplified the procedure for updating of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, etc.), Nomination details, Bank details and Specimen signature by all holders of securities in physical mode with the Company/RTA. **However, Members holding shares in electronic mode are requested to submit / update these details with the Depository Participants with whom they are maintaining their demat accounts.**

On or after 1<sup>st</sup> October, 2023, in case any of the above cited documents/ details are not available in respect of physical Folio(s), no service requests or complaints received from a member, will be processed by RTA till the aforesaid details/ documents are

provided to RTA. Relevant details and forms prescribed by SEBI in this regard are available on the website of Company at [www.voithpaperfabricsindia.com](http://www.voithpaperfabricsindia.com).

19. Electronic copy of the Annual Report for the year ended 31<sup>st</sup> March, 2024 along with the Notice of the 54<sup>th</sup> Annual General Meeting of the Company is being sent to all the members whose email IDs are registered with RTA/Depository Participants. Please be informed that as per the Circular / Notification issued by MCA / SEBI in this regard, this year also the companies are not required to send physical copy of the Annual Report for the financial year 2023-24 to the shareholders, unless specifically asked.

Accordingly, a member desirous of obtaining hard copy of the Annual Report for the financial year 2023-24 together with the Notice of 54<sup>th</sup> Annual General Meeting of the Company, may send a request to the Company in this regard, mentioning their Folio No./DP ID and Client ID.

20. Members may further note that the Notice of 54<sup>th</sup> Annual General Meeting and the Annual Report for the year ended 31<sup>st</sup> March, 2024 will also be available on the Company's website [www.voithpaperfabricsindia.com](http://www.voithpaperfabricsindia.com). These can also be accessed on the website of BSE Limited, [www.bseindia.com](http://www.bseindia.com) and website of CDSL (agency for providing Remote e-voting facility and e-voting facility during the AGM), at [www.evotingindia.com](http://www.evotingindia.com) for their reference.

21. Members wishing to seek further information or clarification on the Financial Statements or operations of the Company at the Meeting are requested to send their queries, **at least 15 days before the date of the Meeting**, addressed to the Company Secretary at the registered office of the Company. Such questions by the members shall be taken up during the meeting.

22. **Members must always mention their Folio No. or DPID & Client ID Number in all correspondence with the Company or the RTA.**

23. **CDSL e-Voting System – For Remote E-voting; E-voting during AGM and joining Virtual Meeting**

- a. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, as well as Circular No. 10/2022 dated December 28, 2022 and MCA Circular No. 09/2023 dated September 25, 2023 & SEBI Circular dated October 7, 2023. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- b. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended); and aforesaid Circulars issued by Regulatory Authorities, the Company is providing facility of remote E-voting to its Members in respect of business to be transacted at the AGM. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL), for facilitating voting through electronic means, as the authorized E-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- c. The Members can join the AGM in the VC/OAVM mode **30 minutes before and 15 minutes after** the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. **The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis.** This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- d. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.voithpaperfabricsindia.com](http://www.voithpaperfabricsindia.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- g. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021 MCA Circular No. 21/2021 dated December 14, 2021, MCA Circular No. 02/2022 dated May 05, 2022; MCA Circular No. 10/2022 dated December 28, 2022 and MCA Circular No. 09/2023 dated September 25, 2023.
- h. The Board of Directors has appointed M/s. P.C. Jain & Co., Company Secretaries, Faridabad, (FCS No.: 4103; CP No.: 3349) as the Scrutinizer for conducting the E-voting process in fair and transparent manner.

- i. The remote E-voting Facility will be available during the following voting period after which the portal will be blocked and shall not be available for E-voting. Once the vote on the resolution is cast by any member, he/she shall not be allowed to change it subsequently.

Commencement of Remote E-voting	Tuesday, 6 <sup>th</sup> August, 2024, at 9:00 a.m.
End of Remote E-voting	Thursday, 8 <sup>th</sup> August, 2024, at 5:00 p.m.

- j. **The cut-off date (record date) for the purpose of E-voting is, Friday, 2<sup>nd</sup> August, 2024.** The voting rights of members shall be in proportion to their equity shareholding in the paid up equity share capital of the company as on cut-off date.
- k. The results of remote E-voting and E-voting at the Annual General Meeting along with scrutinizers' report shall be communicated within two working days from the conclusion of 54<sup>th</sup> AGM of the Company, to the Stock Exchange (BSE Limited) and shall also be placed on the website of the Company viz. [www.voithpaperfabricsindia.com](http://www.voithpaperfabricsindia.com).

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING & E-VOTING DURING AGM AND JOINING VIRTUAL MEETING THROUGH VC/OAVM ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. **The voting period begins on 06/08/2024 at 09:00 a.m. and ends on 08/08/2024 at 05:00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 2<sup>nd</sup> August, 2024, may cast their vote electronically. The remote E-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders who have already voted prior to the meeting date, would not be entitled to vote at the meeting.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the **demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</p>

Type of shareholders	Login Method
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

v. Login method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual shareholders, holding shares in Demat form.

1. The shareholders should log on to the E-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholders" module.
3. Now enter your User ID
  - a) For CDSL: 16 digits beneficiary ID
  - b) For NSDL: 8 character DP ID followed by 8 digits Client ID
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the image verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat form.	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on EVSN of “Voith Paper Fabrics India Limited”.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
13. After selecting the resolution you have to decide to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take print of the votes cast by clicking on “Click here to print” option on the voting page.
16. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

vi. **Additional Facility for Non-individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, at the email address viz.; [corporatelegal@cspcjain.com](mailto:corporatelegal@cspcjain.com) / [fcspcjain@gmail.com](mailto:fcspcjain@gmail.com) & [investorcare.vffa@voith.com](mailto:investorcare.vffa@voith.com) respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number, at [investorcare.vffa@voith.com](mailto:investorcare.vffa@voith.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting date, mentioning their name, demat account number/folio number, email id, mobile number at [investorcare.vffa@voith.com](mailto:investorcare.vffa@voith.com). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders** – Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company ([investorcare.vffa@voith.com](mailto:investorcare.vffa@voith.com)) / RTA email id ([helpdeskdeldhi@mcsregistrars.com](mailto:helpdeskdeldhi@mcsregistrars.com) OR [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com))
2. **For Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to **Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, 'A' Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013** or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. on Friday, 2<sup>nd</sup> August, 2024, may follow the same instructions as mentioned above for e-voting.

The result declared, along with the Scrutinizer's Report shall be placed on Company's website, [www.voithpaperfabricsindia.com](http://www.voithpaperfabricsindia.com) within two working days of passing of the resolutions at the 54<sup>th</sup> AGM of the Company and shall also be communicated to BSE Limited - where shares of the Company are listed.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO.4:

Mr. Benno Edmund Morlock - a German National - was nominated as a Director, designated as Chairman of the Board of Directors of the Company, not liable to retire by rotation, by 'VP Auslandsbeteiligungen GmbH' (The Holding Company) in 2018, by virtue of provisions contained in the Articles of Association of the Company. Mr. Morlock has been serving as a member of the Board of Directors since then, and he is eligible to continue on the Board until he is replaced by someone else by the Holding Company.

The resolution proposed at Item No. 4 is to comply with the requirements of Regulation 17(1D) introduced with effect from 15/07/2023, by SEBI (LODR) (Second Amendment) Regulations, 2023, which stipulates that the continuation of a Director on the Board of Directors as on 31<sup>st</sup> March, 2024 without the approval of shareholders for last five years or more, shall be subject to the approval of shareholders in the first general meeting to be held after 31<sup>st</sup> March, 2024.

Mr. Morlock holds Master's Degree in Business Administration and has worked with several reputed companies, including Kodak and Heidelberger Printing Systems, at various positions. He has been associated with Voith group since 2007 and has worked as CEO for Industry and Mining Divisions. Since 2018, he is serving as the President, Business Line Fabrics and Roll Systems (FRS), a part of Voith Paper Group Division.

Accordingly, the Board of Directors recommends the Resolution for the approval of shareholders.

Mr. Benno Edmund Morlock may deem to be interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

#### ITEM NO.5:

Mr. R. Krishna Kumar holds the degree of B.E. and is an alumnus of BITS Pilani, IIM Calcutta and Harvard. He has been associated with the Company since January, 2010 in various capacities and possesses an overall experience of about 28 years.

Pursuant to recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 28<sup>th</sup> May, 2024, has approved the appointment of Mr. R. Krishna Kumar, as Managing Director of the Company for another period of five years effective from 1<sup>st</sup> August, 2024, subject to the approval of members in the General Meeting, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI, at the following terms and conditions:

The Managing Director shall be paid the following Remuneration:

- Salary (including Basic; House Rent Allowance/Company owned or leased accommodation; Provident Fund; Gratuity; Superannuation, perquisites and allowances viz., leave travel allowance; car lease rentals; fuel reimbursements; vehicle maintenance; driving services; additional allowance; special pay; potential pay; children education allowance; management allowance etc.), medical reimbursements for self & family including dependents, not exceeding INR 4 (four) million per month, with authority to the Chairman of the Board / Nomination & Remuneration Committee to determine and regulate the remuneration within the aforesaid limit, from time to time; and
- Target Bonus / Performance Linked Reward: based on the performance, and as may be approved and decided by the Chairman of the Board / Nomination & Remuneration Committee, from time-to-time.
- Other perquisites and/or benefits: encashment of leave; employee loan; healthcare; personal accident insurance policy; health insurance policy; travel insurance; group term life insurance; club memberships; facility of mobile/telephone or any other communication devices, including telephones installed at his residence; and any other perquisite as per the prevailing policy/rules of the Company and/or as may be approved and decided by the Board of Directors / Nomination & Remuneration Committee, from time-to-time.
- Minimum Remuneration:

If in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, he shall be entitled to minimum remuneration by way of salary, perquisites, allowances as per ceilings specified under the provisions of Schedule V of the Companies Act, 2013 in this regard, for the time being in force or as may be decided by the Board of Directors.

Further, the following perquisites, which are also allowed to him, shall not be included in the computation of such ceiling limits.

- Contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, as amended from time-to-time;
- Gratuity payable at a rate not exceeding half month's salary for each completed year of service; and
- Encashment of Leave.

The Board of Directors recommends the **Special Resolution** for your approval.

Mr. R. Krishna Kumar, being the appointee may deem to be interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no 5.

#### ITEM NO.6:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and approval of the members by way of a resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), approval of the members through a resolution is required for all material related party transactions, even if they are in the ordinary course of business and on arm's length basis.

With effect from April 1, 2022, Regulation 23 of SEBI Listing Regulations mandates prior approval of the Shareholders through ordinary resolution for all material Related Party Transactions. For this purpose, a Related Party Transaction will be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed Rs.1000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

In the financial year 2024-25, the Related Party Transactions as mentioned below, in aggregate, are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the shareholders is required for all such arrangements/ transactions to be undertaken by the Company.

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for all related party transaction is provided to the Audit Committee, enabling them to take an informed decision. Additionally, an update on the actual related party transactions entered during every quarter is also provided to the Audit Committee at its Meetings.

The majority of the Members of Audit Committee are Independent Directors, which assesses all transactions proposed for approval in an objective manner.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22<sup>nd</sup> November, 2021 is provided hereunder:

Sr. No.	Particulars	Details	Details
1.	Name of the Related Party	JM Voith SE & Co. KG.	Voith Paper (China) Co. Ltd.
2.	Nature of Relationship with the Company	Fellow Subsidiary	Fellow Subsidiary
3.	Type of transaction	Purchase / Sale of goods (finished and/or semi-finished); and Rendering / Receiving of services.	Purchase / Sale of goods (finished and/or semi-finished), spares / materials; and Rendering / Receiving of services.
4.	Material terms and particulars of the proposed transaction	<p>The Audit Committee and Board is periodically provided with all relevant information required under the law, including material terms &amp; conditions etc., as prescribed under the Companies Act, 2013 and rules framed thereunder, and in terms of SEBI Listing Regulations and the Company's Related Party Transaction Policy, concerning all contracts / arrangements / transactions with related parties.</p> <p>The Audit Committee, after reviewing the information placed before it, approves the transactions and forwards it to the Board with its recommendations.</p> <p>The proposed transactions, as mentioned above, shall also be reviewed/ monitored on a periodical basis by the Audit Committee/ Board of Directors of the Company and shall remain within the proposed limits being placed before the shareholders for approval. Further, specific terms and other particulars concerning the proposed transactions cannot be disclosed owing to business exigencies.</p>	
5.	Tenure of the proposed transactions	During the financial year 2024-25	
6.	Percentage of Transaction w.r.t. turnover for the immediately preceding financial year that is represented by the value of proposed transaction	<p>Up to 20% of the turnover.</p> <p>Besides the above, Royalty / Technical Know-how Fee is also being paid to the Related Party, within separate limit specified under Regulation 23(1A) of SEBI Regulations 2015, as amended.</p>	Up to 15% of the turnover.
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable	

Sr. No.	Particulars	Details	Details
	(i) Details of financial indebtedness incurred	Not Applicable	
	(ii) Applicable terms including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable	
	(iii) the purpose for which the funding will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable	
8.	Justification as to why the RPT is in the interest of the Company	<p>The Company has been buying &amp; selling goods (tailor-made finished/semi-finished); and also availing/rendering services from/to the Group Company in normal course of business, with assured quality &amp; delivery at competitive prices and at arm's length basis.</p> <p>It is expected that the transactions may increase beyond the specified limits in coming years. Accordingly, the Company seeks approval of members for continuance of the said transactions with JM Voith SE &amp; Co. KG. for the above-mentioned limit, which would ensure smooth running of operations of the Company with enhanced efficiency and productivity.</p>	<p>The Company has been buying &amp; selling goods (tailor-made finished / semi-finished), materials and spares; and also availing/ rendering services from/to the Group Company in normal course of business, with assured quality &amp; delivery at competitive prices and at arm's length basis.</p> <p>It is expected that the transactions may increase beyond the specified limits in coming years. Accordingly, the Company seeks approval of members for continuance of the said transactions with Voith Paper (China) Co. Ltd. for the above-mentioned limit, which would ensure smooth running of operations of the Company with enhanced efficiency and productivity.</p>
		The Company intends to explore the opportunities available by accessing a wider customer base in foreign markets, enabling the Company to utilize its full potential in a cost effective manner. However, these markets can be accessed only through the local Voith Group Companies operating in that region. This is likely to result in increased turnover and profits for your Company.	
9.	Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable.	
10.	Any other information relevant or important for the members to take a decision on the proposed transaction	Transactions with all related parties are carried out at 'Arm's Length Basis' in 'Normal' course of business.	

The Audit Committee and Board is periodically provided with all relevant information required under the law, including material terms & conditions etc. as prescribed under the Companies Act, 2013 and rules framed thereunder; and in terms of SEBI Listing Regulations; and the Company's Related Party Transaction Policy, concerning the contracts / arrangements / transactions with related parties. The Audit Committee, after reviewing all necessary information, grants its approval and forwards the same to the Board with its recommendations. These are routine business transactions, which were hitherto carried out in accordance with the prescribed procedure of applicable laws / regulations. It is anticipated that in coming years, value of transactions with the aforesaid related parties may exceed the limits prescribed under the SEBI Regulations, hence prior approval of members of the Company is being sought for continuance of such transactions during the financial year 2024/25.

The proposed transactions shall also be reviewed/ monitored on a periodical basis by the Audit Committee/Board of Directors of the Company and shall remain within the proposed limits being placed before the shareholders for approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution proposed at Item No. 6 of the Notice.

The members may please note that in terms of the provisions of SEBI Listing Regulations, no related party (whether such related party is a party to the said transaction or not) shall vote to approve the resolution for such transactions. Accordingly, the Holding Company (VP Auslandsbeteiligungen GmbH) is not entitled to vote on the resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution set out at Item No. 6 for approval by remaining shareholders, as an Ordinary Resolution.

**Registered Office:**

113/114-A, Sector - 24,

Faridabad - 121005 (Haryana) Delhi NCR, India.

CIN: L74899HR1968PLC004895

Telephone: +91 129 4292200; Fax: +91 129 2232072

Website: [www.voithpaperfabricsindia.com](http://www.voithpaperfabricsindia.com), E-mail: [investorcare.vffa@voith.com](mailto:investorcare.vffa@voith.com)

Place: New Delhi

Date: 28<sup>th</sup> May, 2024

By Order of the Board  
For **Voith Paper Fabrics India Limited**

**C. S. Gugliani**  
Company Secretary  
FCS No. 4301