

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE PHILOSOPHY OF VOITH

“In Business world one must be ethical, decent and honest. If the contracting party or competitor behaves unfairly, this does not give us a right to deviate from this principle.”

The governance processes and systems of your Company have strengthened over a period of time resulting in constant improvisation of sustainable and profitable growth.

Corporate Governance by Voith is manifestation of its culture and internal policies which founded its way back in 1927, long before this concept was reckoned by the Indian Corporate World. Firm commitment to our values is vital to gain and retain trust of our stakeholders. It aims at establishing and practicing a system of good corporate governance which will assist the management in managing the Company's business in an efficient and transparent manner for achieving the corporate objectives so as to provide best services in the best interests of the Stakeholders, Employees, Customers, Suppliers, Vendors, etc.

Your Company believes that good Corporate Governance is essential to achieve long-term goals and is committed to the adoption of best governance practices and its adherence in the true spirit at all levels and facets. Your Company is committed to sound principles of Corporate Governance with respect to all its procedures, policies and practices.

BOARD OF DIRECTORS

- Board's Composition – As at 31st March, 2018, the Board of Directors of the company comprised of six Directors including a Non-executive Chairman, a Managing Director, a Woman Director and three Non-executive Independent Directors. The Chairman of the Board is nominated by the holding company.

The Board has a balanced mix of persons, comprising of individuals possessing varied experience in areas like, finance, technical, legal & operations and is functioning quite good as a team. The Composition of Board is in conformity with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations). All Statutory and material information are made available to the Board of Directors to ensure adequate disclosures and transparent decision making process.

- Details of Board Meetings – Between the period from 1st April, 2017 and 31st March, 2018, the Board met on five occasions as follows:
 - On 25th May, 2017 in first Quarter of 2017/18.
 - On 6th July, 2017 & 12th August, 2017 in second Quarter of 2017/18.
 - On 7th November, 2017 in third Quarter of 2017/18.
 - On 12th February, 2018 in last Quarter of 2017/18.
- Meeting of Independent Directors – As per requirement of Regulation 25 of Listing Regulations and provisions of Section 149 read with Schedule IV of Companies Act, 2013, an exclusive meeting of Independent Directors was also held without the presence of Non-independent Directors & members of management, on 12th February, 2018, at which all Independent Directors were present.
- Names and Categories of Directors on the Board, their attendance at the Board Meeting and Annual General Meeting and number of Directorships and Committee positions held by them in other companies, as at 31/03/2018, are as given below:

Name of Director	Category	Number of Board Meetings attended during the year	Attendance at the last AGM held on 06/07/2017	No. of Directorships held as on 31/03/2018 in other Indian companies (Public and Private)		No. of Committee Memberships in other Indian Public Companies as on 31/03/2018	
				As Chairman	As Director	As Chairman	As Member
Mr. Martin Gustav Scherrer (Chairman of the Board)	Non-executive, Non-independent Director (Nominee of the Holding Company)	1	Present	-	1	-	-
Mr. Biren De	Non-executive and Independent Director	5	Present	-	-	-	-
Mr. Ravinder Nath	Non-executive and Independent Director	4	Present	-	8	-	5
Mr. Surinder Kumar Nagpal	Non-executive and Independent Director	4	Present	-	2	1	4
Ms. Shahana Basu	Non-executive Woman Director	5	Present	-	-	-	-
Mr. R. Krishna Kumar	Managing Director	5	Present	-	2	-	-

- Details of shareholding by Directors and their relatives as on 31/03/2018

Name of Director	Shares held by Director in the Company	Shares held by Relatives	Total Shares held
Mr. Martin Gustav Scherrer	NIL	NIL	NIL
Mr. Biren De	1,370	NIL	1,370
Mr. Ravinder Nath	NIL	NIL	NIL
Mr. Surinder Kumar Nagpal	NIL	NIL	NIL
Ms. Shahana Basu	NIL	NIL	NIL
Mr. R. Krishna Kumar	NIL	NIL	NIL

- Familiarization Programme for Independent Directors:

The Independent Directors are already conversant about their roles, rights, duties and responsibilities in the company, nature of industry in which the company operates, business model of the company etc., as they have been associated with the company for many years.

Further, various updates about Companies Act, 2013, Listing Regulations, as well as changes in provisions or procedures under relevant legislations proposed by authorities through circulars and notifications, industry status, business model, etc. are presented to the Directors by Managing Director, Company Secretary and Statutory Auditors of the Company, on periodical basis.

The necessary disclosures about the familiarization programme for independent directors is available at link of 'Investor Relations' on 'Investor Corner' page on the company's website at http://voith.com/ind-en/Voith-Paper-Fabrics-India-Limited_Investors-Corner.htm

- Committees of the Board – The company has constituted the following four Committees of the Board:

A. AUDIT COMMITTEE:

Terms of reference: The Audit Committee provides direction to the audit function in the company and monitors/reviews the quality of financial management and internal audit. It also oversees the financial reporting process for proper disclosure in the financial statements and recommends appointment, re-appointment and removal of the auditors and about fixing their remuneration.

The Committee also reviews the quarterly, half-yearly as well as annual financial statements before the same are submitted to the Board, with particular reference to matters to be included in Directors' Responsibility Statement; changes, if any, in the accounting policies and practices; major accounting entries involving estimates based on exercise of judgment by the management; significant adjustments made in financial statements; compliance with listing and other legal requirements relating to financial statements; disclosure and approval of related party transactions; qualifications, if any, in the draft audit report; etc. It also oversees the working of the Internal Audit system, including the internal control mechanism of the company.

Composition - In accordance with the provisions of Section 177 of Companies Act, 2013 and Regulation 18 of Listing Regulations, 2015, the Company has constituted an Audit Committee of its Board, comprising of three Non-executive & Independent Directors under the Chairmanship of Mr. Surinder Kumar Nagpal.

Meetings and Attendance - Four meetings of the Audit Committee of the Board of Directors took place during the year under review.

As at 31/03/2018, the composition of the committee and the attendance details of Committee Members at the meetings held on 25th May, 2017, 12th August, 2017, 7th November, 2017 and 12th February, 2018, during the year under review is as follows:

Name & Designation of Director in the Committee	Category	No. of meetings attended
Mr. Surinder Kumar Nagpal, Chairman	Non-executive & Independent Director	3
Mr. Biren De, Member	Non-executive & Independent Director	4
Mr. Ravinder Nath, Member	Non-executive & Independent Director	3

Mr. S.K. Nagpal attended the last Annual General Meeting of the Company as the Chairman of the Audit Committee.

Mr. C.S. Gugliani, Company Secretary, is the Secretary to the Committee.

Related Party Transaction Policy

Company has formulated a Policy on Related Party Transactions as per the requirements of Listing Regulations.

The relevant Policy can be accessed at link of 'Company Policies' on 'Investor Corner' page on the company's website at http://voith.com/ind-en/Voith-Paper-Fabrics-India-Limited_Investors-Corner.htm

B. STAKEHOLDERS' RELATIONSHIP COMMITTEE (SRC)

Terms of Reference - The salient functions of the Stakeholders' Relationship Committee (SRC) include, overseeing the allotment/ approvals & rejection of transfer/transmission of shares, split/consolidation, etc.; issue of duplicate share certificates; reviewing the mechanism for redressal of investors' complaints & measures for improvement etc.; and compliance with the listing requirements for Securities of the Company, including dematerialization and/or rematerialization of securities and all allied matters related thereto.

Composition - In accordance with the provisions of Section 178 of Companies Act, 2013 and Regulation 20 of Listing Regulations, the Company has constituted SRC, comprising of two Directors, under the Chairmanship of a Non-executive & Independent Director, Mr. Ravinder Nath, an advocate by profession.

Meetings and Attendance - Three meetings of SRC of the Board of Directors took place during the year under review. As at 31/03/2018, the composition of the SRC and the attendance details of Committee Members at the three Committee Meetings held on 12th August, 2017, 7th November, 2017 and 12th February, 2018 during the year under review, is as follows:

Name & Designation of Director in the Committee	Category	No. of meetings attended
Mr. Ravinder Nath, Chairman	Non-executive & Independent Director	3
Mr. R. Krishna Kumar, Member	Managing Director	3

Mr. C.S. Gugliani, Company Secretary, is the Compliance Officer.

Details of Investor Complaints received & disposed-off during the year are as follows:

Particulars	Related to Share Transfers	Other Complaints
Number of complaints pending as on 01/04/2017	0	0
Number of complaints received during the period from 01/04/2017 to 31/03/2018	0	0
Number of complaints disposed-off during the period from 01/04/2017 to 31/03/2018	0	0
Number of complaints pending as on 31/03/2018	0	0

C. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Terms of Reference - The CSR Committee has been entrusted with responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the company as specified in Schedule VII to the Companies Act, 2013; recommending to the Board the amount of expenditure to be incurred; monitoring the implementation of framework of CSR Policy and ensuring that implementation of the project and programme is in compliance with the CSR Policy of the company.

The Company has received an appreciation award from Faridabad Industries Association (FIA) for the years 2015/16 and 2016/17 for best practice in CSR.

Composition - In accordance with the provisions of Section 135 of Companies Act, 2013 read with Rule 5 of Companies (CSR Policy) Rules, 2014, the Company has constituted its CSR Committee, which presently comprises of three directors. Two of whom are Non-executive Directors. Mr. Martin Gustav Scherrer, Chairman of the Board is also the Chairman of the CSR Committee.

Meetings and Attendance - One meeting of the CSR Committee of the Board of Directors took place during the year under review. As at 31/03/2018, the composition of the CSR Committee and the attendance details of the Members at the Committee Meeting held on 6th July, 2017 during the year under review is as follows:

Name & Designation of the Director in the Committee	Category	No. of meeting attended
Mr. Martin Gustav Scherrer, Chairman	Non-executive & Non-Independent Director	1
Mr. Biren De, Member	Non-executive & Independent Director	1
Mr. R. Krishna Kumar, Member	Managing Director	1

D. NOMINATION AND REMUNERATION COMMITTEE (NRC)

Terms of Reference: Salient Features of Nomination and Remuneration Committee (NRC) includes, recommending to the Board about appointment and removal of the Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs); carry out evaluation of every director's performance and recommend to the Board a policy pertaining to remuneration for director(s), KMPs, SMPs and other employees.

Composition - In accordance with the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of Listing Regulations, 2015, the Company has constituted NRC of the Board of Directors comprising of three Non-executive Directors, two of whom are Independent Directors. Mr. Biren De, an Independent Director is the Chairman of the NRC.

Meetings and Attendance - One meeting of the NRC of the Board of Directors took place during the year under review. As at 31/03/2018, the composition of the committee and the attendance details of Members at the Committee Meeting held on 25th May, 2017 during the year under review, is as follows:

Name & Designation of the Director in the Committee	Category	No. of meeting attended
Mr. Biren De, Chairman	Non-executive & Independent Director	1
Mr. Martin Gustav Scherrer, Member	Non-executive & Non-Independent Director	0
Mr. Surinder Kumar Nagpal, Member	Non-executive & Independent Director	1

PERFORMANCE EVALUATION CRITERIA OF DIRECTORS

The NRC evaluates the performance of every Director on the basis of defined parameters as spelt out in the Remuneration Policy, and forwards its report along with recommendation, to the Board on annual basis. The criteria for appointment, removal and remuneration are as per the remuneration policy of the company.

Following process is adopted for evaluation of performance of Directors, Committees and the Board:

The relevant Evaluation Forms are circulated to all the Directors to evaluate the performance of other Directors, Committees and Board as a whole.

The evaluation is made on the basis of duties & responsibilities, devotion of sufficient time and attention to their professional obligations, constructive participation in the Meetings of the Committees and the Board, etc.

Thereafter, the NRC submits its recommendation & suggestions for improvement, if any, in respect of any Director, Committee and the Board; as well as the results of evaluation are placed and discussed at the Board Meeting. Individual Directors are also provided necessary feedback by the Board, at least once in a year.

Remuneration Policy - Executive Directors including Managing Director (MD) and Whole Time Director (WTD) shall be paid remuneration comprising several components (including fixed as well as variable), as the case may be, decided and approved by the Board from time to time, on the recommendation of the NRC and also approved by the shareholders and the Central Government, if so required. Such remuneration will be determined according to the industry standards, experience, laws and regulations, prevailing market conditions and scale of Company's business relating to the position. The policy also contains the scope and criteria for evaluation of Independent Directors and the Board as a whole.

Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) shall be paid such remuneration as recommended by the NRC and approved by the Board from time to time. However, for all KMPs (except for the MD/WTD) and/or SMPs or other employees, the NRC/Board may also authorize the person in-charge of day-to-day affairs of the company to decide their remuneration based on their qualification, experience, expertise and their performance.

Details of payment made to Non-executive Directors - In order to retain seasoned professionals on Board & to receive their valuable guidance, the Non-executive Directors, resident in India, were paid only the sitting fee for attending the meetings of the Board and/or its Committees at the following rates during the year under review:

- For meetings of the Board: Rs.30,000/- per meeting till 31st July, 2017; and Rs.50,000/- per meeting thereafter.
- For meetings of Committees of the Board: Rs.15,000/- per meeting till 31st July, 2017; and Rs.25,000/- per meeting thereafter.

Name of the Director	Sitting Fees (in Rs.) paid, during the year under review, for attending the meetings of					Total Sitting Fees Paid (Rs.)
	Board of Directors	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	
Mr. Biren De	210,000	90,000	15,000	-	15,000	330,000
Mr. Ravinder Nath	180,000	75,000	-	75,000	-	330,000
Mr. S. K. Nagpal	160,000	65,000	15,000	-	-	240,000
Ms. Shahana Basu	210,000	-	-	-	-	210,000

PAYMENTS MADE TO THE MANAGING DIRECTOR (CEO FOR THE PURPOSE OF LISTING REQUIREMENT):

Following are the details of remuneration (including perquisites and retirement benefits) paid/payable to the Managing Director, Mr. R. Krishna Kumar, for the financial year ended on 31st March, 2018:

Particulars	Amount (in Rs.)
Basic	2,855,589.00
Performance Linked Reward	5,191,700.00
Allowances and perquisites	6,689,302.00
Contribution to Provident Fund	12% of basic salary
Contribution to Gratuity Fund	Through Group Gratuity Scheme with LIC of India
Contribution to Superannuation Fund	15% of basic salary

GENERAL BODY MEETINGS

➤ Details of last three Annual General Meetings held

Year (AGM)	Venue	Day & Date	Time
2017 (47 th)	Magpie Tourist Complex of Haryana Tourism Corporation Limited, Sector 16A, Mathura Road, Faridabad - 121002, Haryana	Thursday 06/07/2017	3:30 p.m.
2016 (46 th)	Magpie Tourist Complex of Haryana Tourism Corporation Limited, Sector 16A, Mathura Road, Faridabad - 121002, Haryana	Friday 08/07/2016	3:30 p.m.
2015 (45 th)	Magpie Tourist Complex of Haryana Tourism Corporation Limited, Sector 16A, Mathura Road, Faridabad - 121002, Haryana	Sunday 31/05/2015	3:30 p.m.

➤ Special Resolutions:

The following Special Resolutions were passed at the last three Annual General Meetings:

Year (AGM)	Matter(s) for which Special Resolution was passed
2017 (47 th)	None
2016 (46 th)	None
2015 (45 th)	Appointment of Auditors, Appointment of Managing Director & Alteration of Articles

SPECIAL RESOLUTIONS PASSED THROUGH POSTAL BALLOT:

There was no item during the year under review that was required to be passed through the process of Postal Ballot. Further, there is no special resolution proposed to be passed at the ensuing Annual General Meeting which is required to be approved by the shareholders through Postal Ballot.

Requirement of Postal Ballot shall be complied with, wherever applicable, as required by law.

DISCLOSURES

- During the year ended 31st March, 2018, there has been no materially significant transaction entered by the company with any party which is considered to have potential conflict with interest of the company at large. The details of all related party transactions are placed and approved by the Audit Committee and Board of Directors on periodical basis.
- During the last three years there has been no instance of non-compliance and no penalties or strictures imposed on the Company by Stock Exchanges or the SEBI or any other statutory authorities on any matter related to capital market.
- In accordance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Regulations, the Company has formulated a 'Vigil Mechanism/Whistle Blower Policy' which provides an avenue to the Directors and employees of the Company to directly report, their genuine concerns including unethical behavior and violation of code of conduct, to the Chairman of the Audit Committee.
No person has been denied access to the Chairman of the Audit Committee of the Board of Directors of the Company.
- The Company has complied with the mandatory requirements of Listing Regulations. Compliance status about the non-mandatory requirements of the Listing Regulations are disclosed separately elsewhere.

DISCLOSURES OF ACCOUNTING TREATMENT

While preparation of Financial Statements, the applicable Accounting Standards, issued by The Institute of Chartered Accountants of India (ICAI), have been followed.

MEANS OF COMMUNICATION

- Intimation to Stock Exchange - Your Company believes that all the stakeholders should have access to adequate information about the Company. All information, which could have a material bearing on the share prices, is released at the earliest to the BSE in accordance with the requirements of Listing Regulations.
- Newspapers - The financial results and other communications of the Company were normally published in 'The Hindu Business Line/ Financial Express' and 'Rashtriya Sahara/Naya India'.
- Website - The financial Results were also displayed on 'Financial Results' link on 'Investor Corner' page on the company's website at http://voith.com/ind-en/Voith-Paper-Fabrics-India-Limited_Investors-Corner.htm The Company also updates the website with other relevant information, as and when required.
- The Company did not make any official news release nor made any presentation to the institutional investors or analysts, during the year under review.

GENERAL SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING

Day & Date	Time	Venue
Thursday 5 th July, 2018	3:30 p.m.	Hotel Radisson Blu Faridabad, Sector 20-B, Mathura Road, Faridabad - 121001. Haryana.

Financial Calendar (From 1st April, 2018 to 31st March, 2019)

Results for quarter ending:

- 30th June, 2018 - By 14th August, 2018
- 30th September, 2018 - By 14th November, 2018
- 31st December, 2018 - By 14th February, 2019
- 31st March, 2019 - By 30th May, 2019

Book Closure and Dividend Payment date:

Book Closure: From Saturday, 23rd June, 2018 to Thursday, 5th July, 2018 (both days inclusive).

Dividend Payment Date: Dividend would either be credited in the account or dispatched to all eligible shareholders within thirty days of declaration at the Annual General Meeting.

Further, the amount of unpaid/unclaimed dividend for the year 2009-10, that became due to be transferred during the year under review, was transferred to the Investor Education and Protection Fund (IEPF) in accordance with the provisions of Section 124 of the Companies Act, 2013.

Further, 17023 shares in respect of which dividends have remained unclaimed/unpaid for seven consecutive years, were also transferred to the Investor Education and Protection Fund (IEPF) in accordance with the applicable provisions of the Companies Act, 2013, and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2017, as amended, during the year under review. Relevant details in this regard has also been made available on the website of the company at 'Investor Relations' link on 'Investors Corner' page at http://voith.com/ind-en/Voith-Paper-Fabrics-India-Limited_Investors-Corner.htm

LISTING ON STOCK EXCHANGE

The Equity Shares of the Company are currently listed for trading under Group/Index 'XT' of the BSE Limited, Mumbai (BSE). Company confirms that it has paid the annual listing fees to BSE for the year 2018/19.

The Company also confirms that it has paid the annual custodial fees to the Central Depository Services (India) Limited (CDSL) for the year 2018/19. The annual custodial fee shall also be paid to the National Securities Depository Limited (NSDL) upon receipt of necessary bill from NSDL.

STOCK CODE

BSE Limited (BSE) : 522122

ISIN for NSDL/CDSL : INE285C01015

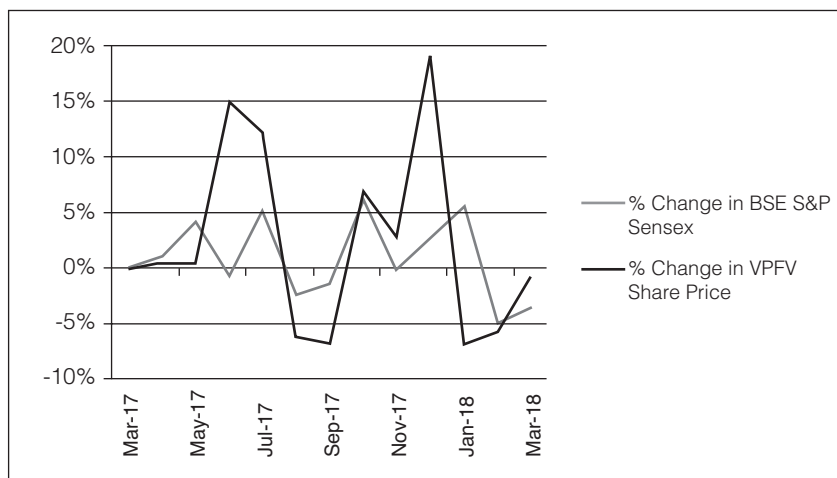
MARKET PRICE INFORMATION

The monthly 'high' and 'low' closing prices (rounded off to the nearest rupee) of the shares traded during the period from April, 2017 to March, 2018 on BSE are given below:

Month	High (in Rs.)	Low (in Rs.)
April, 2017	630	585
May, 2017	650	572
June, 2017	755	617
July, 2017	848	708
August, 2017	820	706
September, 2017	771	665
October, 2017	834	677
November, 2017	792	726
December, 2017	949	747
January, 2018	1002	855
February, 2018	885	776
March, 2018	810	746

Source : BSE Website

SHARE PRICE VIS-A-VIS SENSEX MOVEMENT



REGISTRAR & TRANSFER AGENT (RTA)

MCS Share Transfer Agent Limited
 F-65, First Floor, Okhla Industrial Area Phase - I, New Delhi - 110020
 Phone: 011 - 41406149 to 51
 Fax: 011 - 41709881, E-mail: helpdeskdelhi@mcsregistrars.com

SHARE TRANSFER SYSTEM

Investors may kindly note that SEBI has mandated that in case of securities market transactions and off-market/private transactions involving transfer of shares of a listed company in physical mode, it shall be compulsory for the transferee(s) to furnish a copy of the PAN Card to the Company/RTA, together with the transfer documents for registering transfer of such shares.

MCS Share Transfer Agent Limited handles the investor services of the Company and also share transfer related work in respect of shares held in physical form. Such transfers are registered within the stipulated time prescribed under applicable laws, if the documents are found correct and valid in all respects.

As per the requirements of Regulation 40(9) of the Listing Regulations, Company has regularly obtained the necessary certificate from a Company Secretary in Practice and submitted the same to BSE on half-yearly basis, confirming due compliance of share transfer related activities by the Company.

As per the requirement of SEBI guidelines, the Company's shares are to be traded only in dematerialized form.

INFORMATION ON SHAREHOLDING**A. Shareholding Pattern of the Company as on 31st March, 2018**

Category code	Category of Shareholder/Member	Total No. of Members	Total No. of shares	No. of Shares held in dematerialized form	Total shareholding as a percentage of total number of shares	
					As a % of (a+b)	As a % of (a+b+c)
(a)	Shareholding of Promoter and Promoter group					
	(1) Indian	Nil	Nil	Nil	N.A.	N.A.
	Sub Total (a)(1)	Nil	Nil	Nil	N.A.	N.A.
	(2) Foreign					
	Bodies Corporate	1	32,52,418	Nil	74.04	74.04
	Sub Total (a)(2)	1	32,52,418	Nil	74.04	74.04
	Total Shareholding of Promoter & Promoters Group (a)=(a)(1)+(a)(2)	1	32,52,418	Nil	74.04	74.04
(b)	Public shareholding					
	(1) Institutions					
	Financial Institutions / Banks	5	706	432	0.01	0.01
	Insurance Companies	2	51,406	51,331	1.17	1.17
	Sub Total (b)(1)	7	52,112	51,763	1.18	1.18
	(2) Non institutions					
	a) Bodies Corporate	121	125,993	123,889	2.87	2.87
	b) Individuals					
	i. Individual shareholders holding nominal share capital up to Rs.2 Lakh	3,910	930,331	818,629	21.18	21.18
	ii. Individual shareholders holding nominal share capital in excess of Rs.2 Lakh	0	0	0	0	0
	c) NBFC registered with RBI	1	448	448	0.01	0.01
	NRIs (with Repat)	32	5,610	4,266	0.13	0.13
	NRIs (without Repat)	26	8,349	6,059	0.19	0.19
	d) Any Other (Specify)					
	Trust	1	275	275	0.01	0.01
	Government	1	17,023	17,023	0.39	0.39
	Sub-Total (b)(2)	4,092	1,088,029	970,589	24.78	24.78
	Total Public shareholding (b)=(b)(1)+(b)(2)	4,099	1,140,141	1,022,352	25.96	25.96
	TOTAL (a)+(b)	4,100	4,392,559	1,022,352	100.00	100.00
(c)	Shares held by Custodians and against which Depository Receipts have been issued	Nil	Nil	Nil	N.A.	N.A.
	Grand Total (a+b+c)	4,100	4,392,559	1,022,352	100.00	100.00

B. Shareholders with more than one percent holding as on 31st March, 2018

Sl. No.	Name of the Shareholder	No. of shares held	% of shares held
1.	VP Auslandsbeteiligungen GmbH	3,252,418	74.04
2.	The Oriental Insurance Company Limited	51,331	1.17

Distribution of Shareholding as on 31st March, 2018

No. of Shares held (Range)	No. of Shareholders	% to total Shareholders	No. of Shares	% to total Shares
1 - 500	3703	90.32	343,315	7.82
501 - 1000	227	5.54	161,845	3.68
1001 - 2000	86	2.10	117,760	2.68
2001 - 3000	30	0.73	76,646	1.75
3001 - 4000	15	0.37	52,245	1.19
4001 - 5000	8	0.19	36,569	0.83
5001 - 10000	15	0.37	111,774	2.54
10001 - 50000	14	0.34	188,656	4.30
50001 - 100000	1	0.02	51,331	1.17
100001 and above	1	0.02	3,252,418	74.04
Total	4100	100.00	4,392,559	100.00

DEMATERIALISATION OF SHARES

The Company's shares are available for trading in the depository systems of both the NSDL and the CDSL.

3,252,418 equity shares owned by the holding company are held in physical mode.

Out of remaining 1,140,141 equity shares; 1,022,352 equity shares of the company forming 23.27% of the total shareholding, stand dematerialized as on 31st March, 2018.

LIQUIDITY OF SHARES

The Equity shares of the Company have been included in the 'XT' Group of the BSE Limited, Mumbai (BSE).

OUTSTANDING ADR'S / GDR'S / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS

Till date your company has not issued any ADR/GDR/Warrant or any other Convertible Instruments.

PLANT LOCATION

113/114-A, Sector-24, Faridabad - 121005 (Haryana). Delhi NCR, India.

ADDRESS FOR CORRESPONDENCE

The Company Secretary,
Voith Paper Fabrics India Limited
113/114-A, Sector-24, Faridabad - 121005 (Haryana), Delhi NCR, India
Phone: 0129 - 4292200 Fax: 0129 - 2232072
E-mail: investorcare.vffa@voith.com (dedicated e-mail for investors as per Regulation 13 of Listing Regulations)

PARTICULARS OF UNCLAIMED/UNDELIVERED SHARES

The shareholders may kindly take note that as per Regulation 39 read with Schedule VI of the Listing Regulations, the Company has consolidated and transferred the unclaimed/undelivered shares lying with the Company, in one folio in dematerialized mode. It may kindly be noted that the voting rights on such shares shall remain frozen till the shares are reclaimed by the rightful owners.

The details of such unclaimed / undelivered shares are as follows:

Sr. No.	Particulars	No. of cases	No. of Shares
1	Status as on 01/04/2017	107	11,718
2	Total request received during the year, from shareholders for dispatch of shares to them	-	-
3	Shares dispatched in pursuance of valid requests received from shareholders	-	-
4	Undelivered / unclaimed shares lying with the Company as on 31/03/2018	107	11,718

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

In accordance with the requirements for a listed company, as stipulated by SEBI, a 'Reconciliation of Share Capital Audit' is conducted on a Quarterly basis by a firm of Company Secretaries, for the purpose of, inter alia, reconciliation and confirmation of the total admitted equity share capital with the depositories and in the physical form with the total issued / paid-up equity share capital of the Company as listed on the BSE.

Certificates issued in this regard are placed before the Board of Directors and forwarded to the BSE, where the equity shares of the company are listed.

CEO & CFO CERTIFICATION

The Board confirms that CEO & CFO certificate relating to the financial statements has been placed before it regularly.

CODE OF CONDUCT

The company has formulated a Code of Conduct for its Board of Directors and members of Senior Management. The Code of Conduct is available on the website of the Company.

DECLARATION BY THE MANAGING DIRECTOR

It is hereby declared that in terms of Regulation 17(5) and 34 read with Schedule V(D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Code of Conduct for the Board of Directors and the Senior Management Team of the Company is available for reference of public at large, on the website of the Company www.voithpaperfabricsindia.com

Further, the Company has also obtained affirmation from each individual member of the Board of Directors and the Senior Management Team confirming compliance with the conditions of the said Code of Conduct.

For Voith Paper Fabrics India Limited

R. Krishna Kumar
Managing Director
DIN: 05344619

STATUS OF ADOPTION OF NON-MANDATORY/DISCRETIONARY REQUIREMENTS

1. The Board - The Corporate Office of the Company does not bear the expenses of the office of the Chairman, as he is stationed outside India.
2. Shareholders Rights - The quarterly financial results and other material information, if any, are published in an English newspaper having nation-wide circulation and a local language newspaper. The results are also displayed on the website of the Company besides being available for public viewing through the website of BSE. Therefore, the half yearly results including summary of the significant events are not separately sent to the shareholders.
3. Audit Qualifications - The Company does not have any qualifications from the Auditors in its Financial Statements as on 31st March, 2018.
4. Chairman & CEO - The positions of Chairman and CEO are held by two different individuals.
5. Reporting by the Internal Auditor - The Audit Committee and the Board were duly briefed about the Internal Audit Report submitted by the Internal Auditor.

COMPLIANCE CERTIFICATE

The Company has obtained a certificate from a Company Secretary in practice regarding compliance of conditions of Corporate Governance as stipulated in Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the same is reproduced below: