

## Code of Fair Disclosure of Unpublished Price Sensitive Information of Voith Paper Fabrics India Limited

### 1. Preamble

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is framed in pursuance of requirements of Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015 herein after referred to as Regulations.

### 2. Purpose

The Board of Directors of Voith Paper Fabrics India Limited has adopted the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. It has been framed to ensure timely and adequate disclosure of Unpublished Price Sensitive Information (UPSI) that could have impact on the price of securities of the Company.

### 3. Code

1. The Company shall promptly disclose the Price Sensitive Information to the Stock Exchange as soon as credible and concrete information comes into being in order to make such information generally available. Price Sensitive Information shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which if become available will affect the price of the securities, which shall include
  - Financial Results of the Company;
  - Declaration of Dividend;
  - Change in the capital structure of the company;
  - Mergers, De-mergers, Acquisitions, Delisting etc.;
2. Company shall disclose the price sensitive information to stakeholders uniformly and universally to avoid selective disclosures. Information may be disclosed through Stock Exchange or by posting the same on company's website [www.voithpaperfabricsindia.com](http://www.voithpaperfabricsindia.com). However, if such information gets disclosed selectively, inadvertently or otherwise, steps should be taken by the company to make such information generally available.
3. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors from regulatory authorities, if any. Chief Investor Relation Officer (CIO) shall be responsible for deciding whether the public announcement is necessary for verifying or denying the rumors.
4. CIO shall ensure that no price sensitive information shall be shared with analysts, institutional investors, and measures should be taken to make transcripts or record of proceedings of the meetings with analysts, institutional investors etc. and disseminate them on the website of the company.
5. UPSI shall be handled on a need-to know basis which means such information shall be disclosed only to those who need
  - Change in Key Managerial Personnel;
  - Material events in accordance with the listing agreement; and
  - Other matters as may be prescribed by SEBI to be price sensitive from time-to-time.

**Code of Fair Disclosure of Unpublished Price Sensitive Information of Voith Paper Fabrics India Limited**

the information to discharge their official duties or discharge legal obligations.

6. Board has designated Mr. C. S. Gugliani, Company Secretary as Chief Investor Relation Officer to ensure the timely and adequate disclosures under these regulations.

#### **4. Powers of the Board of Directors**

- The Board of Directors of the Company, reserves the right to amend or modify the Code for Fair Disclosure in whole or in part, at any time.
- The Board of Directors of the Company may establish further rules and procedures from time-to-time to give effect to the intent of the Code of Fair Disclosure and to further the objective of good corporate governance.
- The decision of the Board of Directors of the Company with regard to any or all matters relating to the Code of Fair Disclosure shall be final and binding on all contracts.

#### **5. Disclosures**

This code and any amendment thereof will be published on company's website and shall be promptly intimated to the Stock Exchange (BSE Limited).