

## **Voith Paper Fabrics India Limited**

### **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

#### **1. Preamble**

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure") is framed in pursuance of requirements of Securities and Exchange Board of India (Prohibition of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

#### **2. Purpose**

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Fabrics India Limited ("Company") has adopted the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. It has been framed to ensure timely and adequate disclosure of Unpublished Price Sensitive Information ("UPSI") that could have impact on the price of securities of the Company in the Market.

#### **3. Code**

1. The Company shall promptly disclose the UPSI to the Stock Exchange as soon as credible and concrete information comes into being in order to make such information generally available on non-discriminatory basis.

UPSI shall have the same meaning as defined in the SEBI PIT Regulations, as amended from time-to-time.

2. Company shall disclose the UPSI to stakeholders uniformly and universally to avoid selective disclosures. UPSI may be disclosed through Stock Exchange where the securities of the Company are listed, or by posting the same on Company's website at [www.voithpaperfabricsindia.com](http://www.voithpaperfabricsindia.com).

However, if such UPSI gets disclosed selectively, inadvertently or otherwise, steps should be taken by the company to make such UPSI generally available.

3. The Company Secretary of the Company shall be the Compliance Officer and Chief Investor Relation Officer (CIO) of the Company, to ensure timely & adequate disclosures and to meet other compliance related requirements of SEBI PIT Regulations.

4. The Company shall provide appropriate and fair responses to queries on news reports and requests for verification of market rumors from regulatory authorities, if any. CIO shall be responsible for deciding whether the public announcement is necessary for verifying or denying the rumors.

5. CIO shall ensure that no UPSI shall be shared with analysts, institutional investors, and measures should be taken to make transcripts or record proceedings of the meetings with analysts, institutional investors etc. and disseminate them on the website of the company.

6. UPSI shall be handled on a need-to know basis which means such information shall be disclosed only to those who need the information to discharge their official duties or discharge legal obligations.

7. External entities namely Bankers, lenders, merchant bankers, legal advisors, auditors, consultants etc. must ensure that they use UPSI provided by the Company only for "**Legitimate Purpose**"\* and maintain strict confidentiality of such information.

\* "**Legitimate Purpose**" shall mean usage of UPSI by external entities only for discharging the duties assigned to them.

#### **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 regarding any or all matters relating to the Code of Fair Disclosure shall be final and binding on all contracts.

## 5. **Disclosure**

This code and any amendment thereof will be published on company's website and shall be promptly intimated to the Stock Exchanges where the securities of the company are listed.

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