



LAKSHMI MACHINE WORKS LIMITED

Our Ref: Sec/275/0274/2015
Date : 22.05.2015

Madras Stock Exchange Limited
Listing Department
New No.30 (Old No.11)
Second Line Beach, CHENNAI-600 001

Fax No. 044-25244897

Bombay Stock Exchange Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, MUMBAI-400 001

Fax No. 022 22723121, 22722037

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block-G, Bandra Kurla Complex
Bandra(E), MUMBAI - 400 051.

Fax No.022 26598237 / 38

Dear Sirs,

Sub: adoption of internal code of conduct under
SEBI (Prohibition of Insider Trading) Regulations, 2015.

As required under Regulation-8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company at their meeting held on 20th May, 2015 have adopted a code of practices and procedures for fair disclosure of unpublished price sensitive information of the Company.

A copy of the code for practices and procedures for fair disclosure of unpublished price sensitive information is enclosed herewith for your records. The said code is posted in the Company's website.

As required under Regulation-9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors have also adopted an internal code of conduct to regulate, monitor and report trading by insiders in the securities of the Company which is effective from 20th May, 2015. A copy of the said code is also posted in the Company's website.

Receipt of the letter may kindly be acknowledged.

Thanking you,

Yours faithfully,
For LAKSHMI MACHINE WORKS LIMITED

(K.DURAISAMI)
Company Secretary

Encl: as above

cc: Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, PJ Towers
Dalal Street, Fort, Mumbai – 400 001.

Code for Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information.

Corporate Disclosure Policy

The following is the Corporate Disclosure Policy/norm to be followed by the Company to ensure timely and adequate disclosure of price sensitive information.

Prompt disclosure of price sensitive information

1. Disclosure of UPSI would be done promptly when credible and concrete information is available for making the same generally available;
2. The Company will endeavour to make uniform and universal dissemination of UPSI and will avoid making selective disclosure once the information is ready to be made generally available. Material events will be disseminated as mandated by the stock exchanges in clause 36 of the Listing Agreement as amended from time to time.
3. In case the Company is required to make selective disclosure of UPSI, then the information will be promptly disseminated either in the form of notification to stock exchanges, press releases or upload of information on the website of the Company.
4. UPSI handling will be on a need to know for legitimate purposes only.
5. It is desirable to consider ways of supplementing information released to stock exchanges by improving investor access to the public announcements.

Overseeing and co-ordinating disclosure

1. The Chairman and Managing Director is designated as the Corporate Disclosure Officer (CDO) to oversee corporate disclosures. The Director Finance / CFO is designated as the Chief Investor Relations Officer (CIO) to deal with dissemination of information and disclosure of UPSI.
2. CIO shall be responsible for ensuring that the company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of price sensitive information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.
3. Information disclosure/ dissemination shall normally be approved in advance by the CIO.
4. If information is accidentally disclosed without prior approval, the person responsible may inform the CIO immediately, even if the information is not considered price sensitive.

Responding to market rumours

1. Any queries or requests for verification of market rumours by exchanges should be forwarded immediately to the CIO who shall decide on the response / clarification.
2. The CIO shall decide whether a public announcement is necessary for verifying or denying rumours and then making the disclosure
3. The Company will, subject to non-disclosure obligations, aim to provide appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities.
4. As a general practice, if the rumour appears in a responsible media channel which has reasonably wide audience and rumour can have material impact on pricing of securities, then the Company would immediately make a proper announcement to present the correct position.

Timely Reporting of shareholdings/ ownership and changes in ownership

Disclosure of shareholdings/ ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the Listing Agreement shall be made in a timely and adequate manner.

Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

The guidelines given hereunder shall be followed while dealing with analysts and **Prompt release of Information**

The Company **will** make transcripts or records of the proceedings of the meetings with Analysts, Investor Relation meetings available on the website of the Company promptly.

Medium of disclosure/ dissemination

Disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.

CIO shall ensure that disclosure to stock exchanges is made promptly.

Company may also facilitate disclosure through the use of their dedicated Internet website.