

## **CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:**

Lakshmi Machine Works Limited (LMW) is committed to ethical and lawful conduct of business. Consistent with its Values and Beliefs, LMW has formulated the following Code of Conduct as a guide.

This code of conduct is applicable to the Directors and Senior Management personnel as per SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 which include officers/personnel of the company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the executive directors, including all functional heads.

In performing their function, the Directors and Senior Management of the Company shall :

- act honestly, diligently and in good faith and integrity in all their dealings with and for the Company.
- not use any confidential information obtained by them in the course of their official duty, whether from the company or otherwise, for personal gain, or use/allow the use of such information for the financial benefit for any other person.
- maintain the principle of need to know and also confidentiality of all material non-public information about the company, its business and affairs.
- abide by all applicable laws and regulations including the company's prohibition of Insider Trading code.
- not use their status to seek or accept any personal gains or favours from those doing or seeking to do business with the Company or from other employees of the company.
- not accept gifts in cash or kind, either by themselves or by their close family members, particularly if this is likely to lead to a business relationship with the company.
- not share any information regarding the company, its business and/or affairs with media without the prior approval of the Management.
- not employ any of their relatives or deal with them on company's behalf without proper authorization, obtained after disclosing their relationship.
- treat all employees with dignity, respect and concern and treat them on parties at all times.

In addition, in performing their Board and Board Committee function, the Directors shall:

- not hold position of Director / Adviser with a competitor company.
  - Further, in terms of the Companies Act, 2013, Independent Directors of the Company shall also perform the duties as enumerated in Schedule IV of the Companies Act, 2013.
  - undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.
  - seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expenses of the company.
  - strive to attend all meeting of the Board of Directors and of the Board Committees of which he is a member.
  - participate constructively and actively in the Committees of the Board in which they are Chairperson or Member.
  - strive to attend the general meeting of the company.
  - where they have concerns about running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meetings .
  - keep themselves well informed about the company and the external environment in which it operates.
  - not to unfairly obstruct the functioning of an otherwise proper Board or Board Committee.
  - pay sufficient attention and ensure that adequate deliberation are held before approving related party transaction and assure themselves that the same are in the interest of the company.
  - ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
  - report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct.
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LAKSHMI MACHINE WORKS LIMITED

CIN: L29269TZ1962PLC000463

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- acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees.
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the board or required by law.

This code embodies the belief that acting always with the Company's legitimate interest in mind and being aware of the Company's responsibility towards its stakeholders is an essential elements of the Company's long-term excellence.

All Directors and Senior Management personnel shall affirm compliance with this code on an annual basis.

Policy amended as on 03-02-2016