



ASM TECHNOLOGIES LIMITED

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Securities and Exchange Board of India has notified the SEBI (Prohibition of Insider Trading) Regulations 2015 which has repealed the SEBI (Prohibition of Insider Trading) Regulations, 1992.

Pursuant to Regulation 8, sub regulation(1) every listed company is required to adopt the Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive information in order to protect investor`s interest.

In compliance with the above Regulation, the Board of Directors of ASM Technologies Ltd (the company) in their meeting held on the 26th of May, 2015 has approved the Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information.

A. Prompt disclosure of Unpublished Price Sensitive Information

- The Company shall make prompt public disclosures of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- The Company shall handle all Unpublished Price Sensitive Information on a need-to-know basis.

B. Medium of disclosure/dissemination:

- The Company has designated the company secretary as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- The Company shall promptly disseminate Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- The information filed by the company with the stock exchanges under the continuous disclosure requirements will be made available on the company website.

C. Responding to market rumours:

- The Company shall appropriately and fairly respond to queries on news reports and requests for verification of market rumours by regulatory authorities.
- The official designated for corporate disclosure shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

P. V. Rakesh

D. Prevention of misuse of the Unpublished Price Sensitive Information

In order to inter alia comply with the above, the following procedures have been established and enforced, by the Company to prevent insider trading. Every Designated Person and all employees of the Company are required to follow these procedures.

• Identifying Unpublished Price Sensitive Information

Prior to directly or indirectly Trading in any security of the Company, every Designated Person in particular director and all employees are required to determine whether they are in possession of Unpublished Price Sensitive Information relating to such security. In making such assessment, the explanations of "Unpublished Price Sensitive Information" should be of assistance and the Company's Compliance Officer should be consulted in the event of any uncertainty. If after consulting the Compliance Officer, it is determined that such director or employee is in possession of Unpublished Price Sensitive Information, there shall be no Trading in such security.

• Information Relating to the Company

a. Access to Information

Access to Unpublished Price Sensitive Information about the Company, including information with respect to its business, earnings or prospects, should be limited to directors and employees of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances or to anyone within the Company on other than need to know basis.

In communicating Unpublished Price Sensitive Information to Employees of the Company, all directors and employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

b. Inquiries From Third Parties

i. Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Chief Executive Officer or Chief Financial Officer or another appropriate person designated by them.

ii. The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analysts etc. will be simultaneously made public at the earliest.

iii. In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives are present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.

iv. The Company will be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated, if the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.




- v. When the Company organizes meetings with analysts, shall make a press release or post relevant information on its website after every such meet.
- vi. During the period notified by the Compliance Officer when Trading is prohibited on account of Unpublished Price Sensitive Information not having become public, responding to inquiries from such third parties should be avoided.

• **Limitation on Access to the Company Information**

The following procedures are designed to maintain confidentiality with respect to the Company's business operations and activities.

- a. All directors and employees should take all steps and precautions necessary to restrict access to, and secure, Unpublished Price Sensitive Information by, among other things:
- Maintaining the confidentiality of Company related transactions;
 - Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in public places should be conducted in a manner which prevents access by unauthorized persons;
 - Restricting access to documents and files (including computer files) containing Unpublished Price Sensitive Information to individuals on a need-to-know basis.;
 - Properly disposing of all confidential documents and other papers, after there is no longer any business or other legally required need;
 - Restricting access to areas likely to contain confidential documents or Unpublished Price Sensitive Information; and

The Company shall ensure that the disclosures to the Stock Exchange are made in a timely manner with adequate information and display it on the Company's official website.

The Company shall promptly intimate the Stock Exchanges regarding any update/amendment in the Code as may be required under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

For ASM TECHNOLOGIES LTD.

P. N. Lakshmi
Company Secretary