



**LAKSHMI MACHINE WORKS LIMITED**

Our Ref : Sec/56-AGM/2019  
Date: 25.07.2019

To  
Justice Smt.Chitra Venkataraman(Retd.)  
New No.31, Old No.17-B  
4<sup>th</sup> Main Road, R.A.Puram  
Chennai-600028

Madam,

Sub: Re-Appointment as Independent Woman Director.

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We are pleased to inform you that the members of the Company at the 56<sup>th</sup> Annual General Meeting duly convened and held on 22<sup>nd</sup> July, 2019 have approved the re-appointment of your goodself as an Independent Woman Director of the Company.

The tenure of office is for a second term of five consecutive years commencing from close of business hours on 01<sup>st</sup> February, 2020.

Your role, functions, duties and responsibilities as Independent Woman Director shall be as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Companies Act, 2013 and the Rules made thereunder.

Your re-appointment is also governed by the Company's Code of Conduct for Directors and Employees.

The Chairperson of the Nomination and Remuneration Committee conducts an annual Board evaluation to assess the performance of the Board as a whole and that of individual Board members. Performance is assessed based on predefined objective criteria as approved by the Board. You will be required to provide necessary assistance in the matter, as may be required.

During the said tenure of office, as may be decided by the Board you may also be required to serve on all or any of the sub committees of the Board such as, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee etc.

To protect the interest of the Directors, the Company has taken a suitable "Directors and Officers Liability Insurance Policy".

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As a member of the Board, in compliance with the law, you will be required to provide various declarations to the Board. For example:- Form DIR -8, Form MBP -1, declaration of independence, affirmation of code of conduct, etc,. Necessary assistance will be provided from the Company in this regard.

During the tenure of your appointment, if any particulars given to the Company undergoes change as given in the confirmations / declarations, you shall provide the revised confirmations / declarations reflecting the changes immediately.

The date of meeting of Board of Directors and the committees thereof will be informed to you well in advance to enable you to attend the meetings.

As per the Nomination and Remuneration Policy of the Company, you are entitled to remuneration consisting of Commission on the net profits of the Company as may be determined by the Board of Directors and sitting fees for attending the meetings (Board Meetings, Board sub-Committees and others Meetings of the Board) at the rate of Rs. 50,000/- per meeting. Additionally you are entitled for reimbursement of all traveling and out of pocket expenses incurred for attending the meetings.

Receipt of this letter may kindly be acknowledged.

Thanking You,

For Lakshmi Machine Works Limited

  
Sanjay Jayavarthanavelu  
Chairman and Managing Director  
DIN - 00004505

CPD  
25/7/19