



LAKSHMI MACHINE WORKS LIMITED

Our Ref: Sec/61-AGM/2024
Date: 05.08.2024

To
Smt. Pushya Sitaraman
(DIN: 06537196)
No. 5, Subbarayan Avenue,
Abhiramapuram, Teynampet,
Chennai - 600018.

Dear Smt. Pushya Sitaraman,

Sub: Your appointment as an Independent Director (ID) of our Company for a term of 5 consecutive years - reg

We are pleased to inform you that, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the Shareholders have approved your appointment as an Independent Director (ID) of the Company for a term of 5 consecutive years with effect from 05th August 2024, by means of passing a special resolution at the Annual General Meeting held on 31st July 2024 as envisaged under Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

The terms and conditions of your appointment are as set out herein below:

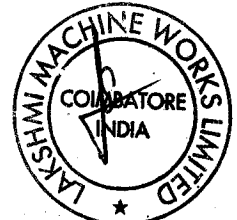
A. Term

Your appointment as an Independent Director has been made for a period of five (5) years commencing from 05th August 2024 without being liable to retire by rotation. Your tenure will also be subject to you continuing to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments or modifications or re-enactments thereof for the time being in force).

B. Remuneration

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

Pursuant to applicable law, the Independent Director will not be entitled to any stock options.



C. Familiarization Programme

The Company through its Executive Directors / Key Managerial Personnel will conduct programmes to familiarize the Independent Directors with the strategy, operations and functions of the Company. Such programmes aim to provide an opportunity for the Independent Directors to understand the nature of the industry, the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas.

D. Committees

You may be nominated on one or more committees of the Board and in such event you shall abide with the relevant Committee's term of reference and any specific responsibilities.

E. Code of Conduct and Duties and Responsibilities

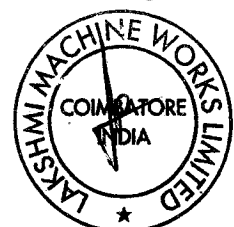
1. The Independent Director shall abide by the Guidelines of professional conduct, Role, Function and Duties as an Independent Director as provided in Schedule IV of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other law for the time being in force and in future.
2. The Independent Director shall strictly abide by all Codes of Conduct as prescribed by the Company as required to be followed by various acts, enactments, rules, regulations, agreements etc., at any point of time. The Company has formulated a detailed Code of Conduct for the Board of Directors and Senior Employees of the Company. You shall annually affirm, in writing, the compliance with the code. A copy of the Code of Conduct is available on the website of the Company.
3. The Independent Director should not indulge in any activity that is detrimental to the Company and its stakeholders directly or indirectly at any point of time.

F. Prohibition on Insider Trading

Independent Directors shall strictly follow the Company's "Code of Conduct for listed companies to regulate, monitor and report trading by designated persons." SEBI (Prohibition of Insider Trading) Regulations, 2015 which requires that price-sensitive information is not used or transmitted and maintained securely. You shall not make any statements that might risk a breach of these requirements without prior clearance.

G. Independent Directors' Separate Meeting

1. Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and members of Management in order to perform their duties as envisaged under Clause VII of Schedule IV of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).
2. The Independent Director of the Company shall strive to be present at such meeting.



H. Evaluation

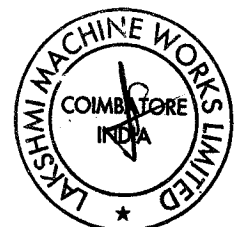
1. The Evaluation of the performance of the Independent Director shall be carried out in compliance with the provisions of the Companies Act, 2013 and relevant Rules thereof for the time being in force.
2. The resignation and removal of the Independent Director shall be in the same manner as provided in Sections 168 and 169 of the Act and Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

I. Law

1. All the terms as mentioned above, including your appointment, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and rules made thereunder and corporate governance requirement under the SEBI (LODR) Regulations, 2015 as amended from time to time.
2. Your engagement with the Company is governed by and shall be construed in accordance with the Indian Laws and your engagement shall be subject to the jurisdiction to the Courts of India.
3. This letter constitutes the entire terms and conditions of your appointment and no waiver or modification shall be valid unless in writing and signed by both the parties.

J. General

1. You will submit a declaration in the beginning of every Financial Year under Section 149(6) of the Companies Act, 2013 ("the Act") read with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) during your tenure confirming whether you meet the criteria of independence.
2. You will promptly inform the Board of any change in the status of your independence.
3. You will promptly inform the Board of any change in your Directorship / Committee Membership of other Companies.
4. So long as you are an Independent Director of the Company, the number of Companies in which you hold office as a Director or a Chairman or Committee member will not exceed the upper limit stipulated under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.
5. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Companies Act, 2013.
6. You will ensure compliance with other provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable to you as an Independent Director.



7. Please confirm your acceptance by signing and returning the enclosed copy of the letter to the Company.

For **LAKSHMI MACHINE WORKS LIMITED**

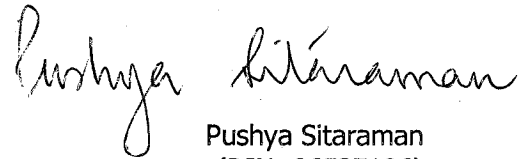


SANJAY JAYAVARTHANAVELU
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00004505



Acceptance of Appointment

I confirm and agree to the terms of my appointment as an Independent Director of LAKSHMI MACHINE WORKS LIMITED as set out in this letter.



Pushya Sitaraman
(DIN: 06537196)