



Our Ref : Sec/52-AGM/0423/2015
Date: 12.08.2015

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

Madam,

Sub: Appointment as Independent Director.

We are pleased to inform you that the members of the Company at the Annual General Meeting duly convened and held on 10.08.2015 have approved the appointment of your goodself as an Independent Director of the Company.

The tenure of office is for a term of five consecutive years commencing from 02.02.2015.

Your role, functions, duties and responsibilities as Independent Director shall be as per the provisions of Clause 49 of the Listing Agreement read with the provisions of Sec 166, Schedule IV of the Companies Act, 2013 and the Rules made thereunder. An extract of the Sec 166 and Schedule IV of the Companies Act, 2013 are enclosed herewith for your kind reference.

Your appointment is also governed by the code of conduct for Directors and Employees adopted by the Board of Directors of the Company.

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 all the Directors, the Company has taken a "Directors and Officers Liability Insurance Policy" to cover all the statutory liabilities of the Directors and Officers of the Company.

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 remuneration policy of the Company, you are entitled to remuneration consisting of sitting fees for attending the meetings of the Board and Board sub- Committees, Commission on the net profits of the Company as may be determined by the Board and reimbursement of all travelling and out of pocket expenses incurred for attending the meetings. The present sitting fees is Rs.50,000/- per meeting of the Board and Committees thereof.

Receipt of this letter of appointment may kindly be acknowledged.

Thanking You,

Yours Faithfully
For Lakshmi Machine Works Limited


Sanjay Jayavarthanavelu
Chairman and Managing Director

Encl: As above

PROFILE OF JUSTICE CHITRA VENKATRAMAN, RETIRED JUDGE, MADRAS HIGH COURT

Justice Chitra Venkatraman, Retired Judge, Madras High Court was born on 22nd April, 1952 to Late Justice V Balasubramanyan and Smt B Thangammal at Madurai.

She did her schooling at R.K.M. Sri Saradha Vidyalaya Girls High School, Chennai. Further on having graduated in BA Economics from the Ethiraj College for Women, Chennai, she went on to complete her Bachelor of Law degree from the Madras Law College, Chennai.

She enrolled as an advocate in 1975 under Justice V Ratnam practising Civil Law and later on started independent practice in the field of direct and indirect taxation. She served as additional Government Pleader Taxes between 1990 and 1995 at Madras High Court and later was appointed as Senior Standing Counsel for the Income Tax Department between 1997 and 2002. She was appointed as an Additional Judge of the Madras High Court on 10th December, 2005 and subsequently became a permanent Judge of the Madras High Court in 2007. She retired as a Judge of the Madras High Court on 21st April, 2014. Post retirement she is involved in Legal Consultancy and Arbitration work.

She is married to Sri R. Venkataraman, Senior Advocate.