



LAKSHMI MACHINE WORKS LIMITED

Our Ref : Sec/51-AGM/0388/2014

Date: 07.08.2014

Dr.Mukund Govind Rajan
Brand Custodian and Chief Ethics Officer
TATA Sons Limited
Bombay House, 24 Homi Mody St.
MUMBAI-400001

Dear Sir,

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 06.08.2014 have resolved to appoint your good self as an Independent Director of the Company.

The tenure of office is for a term of five consecutive years commencing from the conclusion of the said Annual General Meeting.

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.

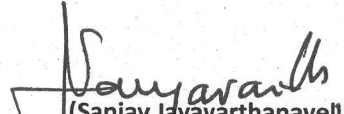
The dates of meeting of Board of Directors and the committees thereof will be informed to you well in advance to enable you to attend the meetings.

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

Dr.Mukund Govind Rajan, Director :

Profile :

Dr.Mukund Govind Rajan is a B.Tech Graduate from I.I.T. Delhi and completed his Masters and Doctorate in International Relations from Oxford University. He is a receipt of the prestigious Rhodes Scholarship from Oxford University. He joined the TATA Group through its premier management programme, the TATA Administrative Service (TAS). He was assigned in 1996 to the office of Mr.Ratan Tata. He brings with him a deep knowledge of and network within TATA, have supported the office of Chairman over twelve years. He has served on the Boards of TATA Tele Services Ltd., TATA Communications Ltd., TATA Communications International Pte Ltd. And PIEM Hotels Ltd. He has also served as President of the Association of Unifield Access Services Providers of India in 2007. The World Economic Forum honoured him as a young global leader. He joined TATA Capital Limited in June 2010 and currently the Brand Custodian and Chief Ethics Officer TATA Sons Limited.

Experience :

He has wide experience in telecom, mutual funds, financial services and administration.

Other Directorships :

1. TATA SIA Airlines Limited
2. TCS Foundation
3. The Rajan Family Charitable Foundation
4. TATA AIG Gen.Insurance Co Ltd
5. AIESEC India
6. Enactus India

Membership in Committees :

Name of the company	Name of the committee	Member/ Chairman
Lakshmi Machine Works Limited	Audit Committee	Chairman
TATA SIA Airlines Limited	Nomination & Remuneration Committee Audit Committee	Member
TATA AIG Gen.Insurance Co Ltd	Risk Management Committee	Member