



**LML**

# Annual Report

## 2013–2014



**LML LIMITED**



## BOARD OF DIRECTORS

DEEPAK KUMAR SINGHANIA, *Chairman & Managing Director*

PAWAN KUMAR, *Nominee Director , IFCI*

SATINDER KUMAR AGGARWAL, *Independent Director*

SHIROMANI SHARMA , *Independent Director*

Dr. VIVEK KUMAR AGNIHOTRI, *Independent Director*

RAJENDRA KUMAR JAIN, *Independent Director*

LALIT KUMAR SINGHANIA, *Whole-time Director*

SANJEEV SHRIYA, *Whole-time Director*

ANURAG KUMAR SINGHANIA, *Whole-time Director*

RAM KUMAR SRIVASTAVA, *Whole-time Director*

## SR. PRESIDENT (COMMERCIAL) & COMPANY SECRETARY

K C AGARWAL

## AUDITORS

KHANDELWAL JAIN & Co., *Chartered Accountants, Mumbai.*

PARIKH & JAIN, *Chartered Accountants, Kanpur.*

## BANKERS

HDFC BANK

J&K BANK

DEUTSCHE BANK

ALLAHABAD BANK

## REGISTERED OFFICE

C-3, Panki Industrial Estate, Site-I,

Kanpur- 208 022 (U.P.)

## WORKS AND CORPORATE OFFICE

C-10, Panki Industrial Estate, Site - II & III,

Kanpur – 208 022. (U.P.)

## ADMINISTRATIVE OFFICE

714, Raheja Chambers, Nariman Point, Mumbai.

## REGIONAL OFFICE

Ground Floor, Plot No. 82, Sector 44,  
Gurgaon – 122 003. (Haryana)

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## LML LIMITED

CIN - L34101UP1972PLC003612

Regd. Office: C-3, Panki Industrial Estate, Site-I,  
Kanpur – 208 022 (UP), INDIA

Tel: +91-512-6660300, 2691381 Fax : +91-512-6660301, 6660581

email: investor.grievances@lml.co.in & lmlknp@lml-india.com

Web: www.lmlworld.com

## NOTICE

Notice is hereby given that Thirty Eighth Annual General Meeting of the Members of LML Limited will be held on Tuesday, the 23<sup>rd</sup> September, 2014 at 11:00 A.M. at C-10, Panki Industrial Estate, Site-II & III, Kanpur- 208 022. (U.P.) to transact the following business:-

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Profit and Loss Account ended on that date, together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr Lalit Kumar Singhania (holding DIN No. 00014318), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sanjeev Shriya (holding DIN No. 00014402), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and, to consider, and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force) and subject to ratification by members every year, the retiring Auditors, M/s Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W) of Mumbai be and is hereby appointed as Statutory Auditors of the Company, for three years i.e., to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting related to the Financial Year 2016-17 and M/s. Parikh & Jain, Chartered Accountants, (Firm Registration No. 001105C) of Kanpur be and is hereby appointed as Statutory Auditors of the Company, for two years i.e., to hold office from the conclusion of this Annual

General Meeting until the conclusion of the Annual General Meeting related to the Financial Year 2015-16 at a remuneration to be fixed by the Board of Directors and/or any Committee thereof.”

### **SPECIAL BUSINESS**

5. To consider and if thought fit, to pass with or without modification(s) the resolution for re-appointment of Mr. Deepak Kumar Singhania as Chairman & Managing Director of the Company as a **Special Resolution**:

**“RESOLVED THAT** Mr. Deepak Kumar Singhania (holding DIN No. 00012037), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and pursuant to the provisions of Sections 196, 197 and 203 and the rules made there under, read with Schedule V and all other applicable provisions of the Companies Act, 2013 (corresponding to sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with schedule XIII to the Companies Act, 1956) and clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approval of Central Government and other approvals as may be required (if any), the consent of the members be and is hereby accorded to the re-appointment of Mr. Deepak Kumar Singhania (holding DIN No. 00012037) as Chairman & Managing Director of the Company, whose office shall not be liable to retire by rotation, for a period of three years w.e.f. 06.10.2013 on the remuneration and terms and conditions as set out below :

(a) **Salary:** Rs. 7500/- per month

(b) **Perquisites:**

In addition to aforesaid salary, he shall also be entitled to certain perquisites, namely, House/ House Rent Allowance, Furniture & Furnishings, Gas, Fuel, Water & Electricity, Telephone(s), Servant(s), Security Guard(s), and Maintenance



of such facilities, Company's Car(s) with Driver(s) for official as well as personal use, Personal Accident Insurance, Reimbursement of Medical Expenses incurred in India and/or abroad for self and family including traveling of attendant if required on medical advice, Medical Insurance Premium, Club(s) Membership, Leave Travel Allowance for self and family, Entertainment, the payment of Income-tax on all perquisites (other than those by way of monetary payment) by the Company and Company's contribution towards Provident Fund and Superannuation fund, Gratuity/ Encashment of leave and any other perquisites as per policy/rules of the Company in force or as may be approved by the Board from time to time. The monetary value of such perquisites shall be determined as per Income-tax rules, wherever applicable, and, in the absence of any such Rules, shall be valued at actual cost. The total value of remuneration including perquisites shall not exceed Rs. 2.00 (Two) Lacs per month.

The aforesaid remuneration shall also be paid as minimum remuneration in the absence or inadequacy of profits in any financial year.

**RESOLVED FURTHER THAT** the tenure of the employment of Mr. Deepak Kumar Singhania (holding DIN No. 00012037) as Chairman & Managing Director of the company is terminable by either side with a notice period of three months in writing without any severance fee.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6.To consider and, if thought fit, to pass, with or without modification(s), the resolution for re-appointment of Mr. Anurag Kumar Singhania as Whole-Time Director of the Company as a **Special Resolution**:

**"RESOLVED THAT** Mr. Anurag Kumar Singhania (holding DIN No. 00080925), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and pursuant to the provisions of Sections 196,197 and 203 and the rules made thereunder, read with Schedule V and all other applicable provisions of the Companies Act, 2013 (corresponding to sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with schedule XIII to the Companies Act, 1956) and Clause 49 of the Listing agreement

(including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of Central Government and other approvals as may be required (if any), consent of the members be and is hereby accorded to the re-appointment of Mr. Anurag Kumar Singhania (holding DIN No. 00080925) as Whole-time Director of the Company liable to retire by rotation for a period of three years w.e.f. 28.06.2013 on the remuneration and terms and conditions as set out below :

**(a) Salary** : Rs. 5500/- per month

**(b) Perquisites:**

In addition to aforesaid salary, he shall also be entitled to certain perquisites, namely, House/House Rent Allowance, Furniture & Furnishings, Gas, Fuel, Water & Electricity, Telephone(s), Servant(s), Security Guard(s), and Maintenance of such facilities, Company's Car(s) with Driver(s) for official as well as personal use, Personal Accident Insurance, Reimbursement of Medical Expenses incurred in India and/or abroad for self and family including traveling of attendant if required on medical advice, Medical Insurance Premium, Club(s) Membership, Leave Travel Allowance for self and family, Education support to dependent children including their travel, hostel fee and tuition fee etc. in India and abroad, Entertainment, the payment of Income-tax on all perquisites (other than those by way of monetary payment) by the Company and Company's contribution towards Provident Fund and Superannuation fund, Gratuity/ Encashment of leave and any other perquisites as per policy/rules of the Company in force or as may be approved by the Board from time to time. The monetary value of such perquisites shall be determined as per Income-tax rules, wherever applicable, and, in the absence of any such Rules, shall be valued at actual cost. The total value of remuneration including perquisites shall not exceed Rs. 2.00 (Two) Lacs per month.

The aforesaid remuneration shall also be paid as minimum remuneration in the absence or inadequacy of profits in any financial year.

The retirement by rotation as per provision of Section 152(6) will not be considered as break-in service.

**RESOLVED FURTHER THAT** the tenure of the employment of Mr. Anurag Kumar Singhania (holding DIN No. 00080925) as Whole-time Director of the company is terminable by either side with a

notice period of three months in writing without any severance fee.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7.To consider and, if thought fit, to pass, with or without modification(s), the resolution for re-appointment of Mr. Ram Kumar Srivastava as Whole-Time Director of the Company as a **Special Resolution**:

**"RESOLVED THAT** Mr. Ram Kumar Srivastava (holding DIN No. 00763948), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and pursuant to the provisions of Sections 196,197 and 203 and the rules made thereunder, read with Schedule V and all other applicable provisions of the Companies Act, 2013 (corresponding to sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with schedule XIII to the Companies Act, 1956) and clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approval of Central Government and other approvals as may be required (if any), the consent of the members be and is hereby accorded to the re-appointment of Mr. Ram Kumar Srivastava (holding DIN No.00763948) as a Whole-time Director of the Company liable to retire by rotation for a period of three years w.e.f 08.09.2014, on the remuneration and terms & conditions as set out below:

- (a) Basic Salary: Rs. 50,200.00 per month
- (b) Special Allowance: Rs.4,875.00 per month
- (c) House Rent Allowance: Rs.25,100.00 per month
- (d) Special Pay: Rs. 80,000.00 per month
- (e) Perquisites: He shall be entitled to the following perquisites:-
  - (i) Book Allowance: He shall be entitled for Rs. 2500.00 Per month.
  - (ii) Servant Salary: He shall be entitled for reimbursement of Rs. 3000.00 per month.
  - (iii) Entertainment Expenses: He shall be entitled for Rs. 3000.00 per month.
  - (iv) Use of Company's Car, Telephone and Mobile: The Company will provide a car, telephone and Mobile phone. He will also be entitled for reimbursement of driver's salary, petrol and maintenance for running

the car as per Company's Policy. The provision of car for use in Company's business will not be considered as perquisites.

- (v) Medical Allowance: He shall be entitled for Medical Allowance of Rs. 6275.00 per month.
- (vi) P.F. Contribution: The Company shall contribute 12% of his Basic salary in his Provident Fund Account.
- (vii) House Maintenance Allowance: He shall be entitled for House Maintenance Allowance of Rs. 15,000.00 annually.
- (viii) Uniform Allowance: He shall be entitled for Uniform Allowance of Rs. 20,000.00 annually.
- (ix) Soft Furnishing Allowance: He shall be entitled for Soft Furnishing allowance of Rs. 27,800.00 annually.
- (x) Ex-Gratia: He shall be entitled for Ex-Gratia of Rs. 40,000.00 annually.
- (xi) LTA: He shall be entitled for Leave Travel Assistance for maximum of two months' basic salary.

**RESOLVED FURTHER THAT** in addition to the aforesaid salary, he shall also be entitled to perquisites namely, Furniture and Furnishings, Water and Electricity, Security Guard(s), reimbursement of Hospitalization expenses for self and family, Club(s) membership, Gratuity, Encashment of Leave and any other perquisites as per policy and rules of the Company in force or as may be approved by the Board from time to time. The monetary value of such perquisites shall be determined as per Income Tax Rules wherever applicable, and, in the absence of any such rules, shall be valued at actual cost. The total value of remuneration including perquisites shall not exceed Rs. 2.0 (Two) lacs per month.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to modify any part(s)/ component(s) of the remuneration, in any manner whatsoever, within the overall limit of Rs. 2.0 (Two) lacs per month.

The aforesaid remuneration shall also be paid as minimum remuneration in the absence or inadequacy of profits in any financial year.

The retirement by rotation as per provision of Section 152(6) will not be considered as break-in service.

**RESOLVED FURTHER THAT** the services of Mr. Ram Kumar Srivastava (holding DIN No.00763948),



Whole-time Director of the Company may be terminated at any time at the discretion of the Company, with the prior approval of Board of Directors after giving him three months' notice or equivalent payment of salary in lieu thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment of Mr. Satinder Kumar Aggarwal as an Independent Director of the Company as a **Special Resolution**:

**"RESOLVED THAT** Mr. Satinder Kumar Aggarwal (holding DIN No. 00014489), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company w.e.f. 24.05.2014 whose office shall not be liable to retire by rotation, to hold office for a term upto 31<sup>st</sup> March, 2019 on the terms & conditions as set out in the letter of appointment dated 24.05.2014.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment of Mr. Shiromani Sharma as an Independent Director of the Company as a **Special Resolution**:

**"RESOLVED THAT** Mr. Shiromani Sharma (holding DIN No. 00014619), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) read

with Schedule IV to the Companies Act, 2013, be and is hereby re-appointed as Independent Director of the Company w.e.f. 24.05.2014 whose office shall not be liable to retire by rotation, to hold office for a term upto 31<sup>st</sup> March, 2019 on the terms & conditions as set out in the letter of appointment dated 24.05.2014.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment of Mr. Vivek Kumar Agnihotri as an Independent Director of the Company as an **Special Resolution** :

**"RESOLVED THAT** Mr Vivek Kumar Agnihotri (holding DIN No. 06585035), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and clause 49 of the Listing agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, be and is hereby re-appointed as Independent Director of the Company w.e.f. 24.05.2014 whose office shall not be liable to retire by rotation, to hold office for a term upto 31<sup>st</sup> March, 2019 on the terms & conditions as set out in the letter of appointment dated 24.05.2014.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment of Mr. Rajendra Kumar Jain as an Independent Director of the Company as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149 of the Companies Act, 2013 and the rules made there under and the Articles of Association of the Company, Mr. Rajendra Kumar Jain (holding DIN No. 03497362) who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 24, 2014 and who holds office until the date of AGM, in terms of section 161 of the Companies Act, 2013

and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and clause 49 of the Listing agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company w.e.f. 24<sup>th</sup> May, 2014, whose office shall not be liable to retire by rotation, to hold office for five consecutive years for a term upto 23<sup>rd</sup> May, 2019 on the terms & conditions as set out in the letter of appointment dated 24.05.2014.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. To consider and, if thought fit, to pass, with or without modification(s), the resolution for related party transaction as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 of Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement (including any modification(s) or re-enactment thereof for the time being in force), the consent of members be and is hereby accorded to the Board of Directors of the Company to take on lease certain plant, machinery and equipments owned by VCCL Ltd. for a period of 11 months from 14<sup>th</sup> January, 2015 on a monthly rent of Rs. 1,50,000/- p.m.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution including but not limited to execution of Lease Deed, documents and or agreement(s)."

By Order of the Board of Directors

**For LML Limited**

**K C AGARWAL**

Senior President (Commercial) &  
Company Secretary  
[Membership No : FCS – 523]  
82, Ground Floor, Sector – 44,  
Gurgaon – 122 003

Place : Gurgaon

Dated : 24-05-2014

## NOTE(S):

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREIN AFTER REFERRED AS "the AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- Information under Clause 49 of the Listing Agreement regarding appointment / re-appointment of Directors (Item No. 2, 3, 5 to 11), and Statement u/s 102(1) of the Companies Act, 2013 (for Item No. 5 to 12) and statement as required by Schedule V Part II, Section II (B) (iv) for item no. 5 to 7 is appended herein below.
- Pursuant to the section 91 of the Companies Act, 2013 (herein after referred as "the Act") the Register of Members and the Share Transfer Books will remain closed from Tuesday, the 16<sup>th</sup> September, 2014 to Tuesday, the 23<sup>rd</sup> September, 2014 (both days inclusive).
- Company's shares are being compulsorily traded in Demat form w.e.f. 17<sup>th</sup> January, 2000. Members holding shares in physical form, may send Dematerialization Request Form(s) (DRF) along with Share Certificate(s) through their Depository Participant(s) for demat of shares to LML Share Registry, C-10, Panki Industrial Estate, Site-II, Kanpur – 208 022. (U.P.).
- Members holding shares in physical form, are requested to notify changes in their addresses, if



any, to LML Share Registry via physical letter or e-mail at [investor.grievances@lml.co.in](mailto:investor.grievances@lml.co.in) along with attached specimen signature of registered shareholder, quoting their folio number(s), while those holding in the electronic mode are requested to send the intimation for change of addresses to their respective Depository participant(s).

6. Members, who are holding Shares (in physical form) in identical order of names in more than one Folio(s), are requested to write to LML Share Registry, enclosing their share certificates for consolidation in one folio.
7. Members seeking any information with regard to Annual Accounts are requested to write to the Company at least one week in advance from the date of the AGM so as to enable the Company to keep information ready at the time of AGM.
8. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their DPs with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details with the Company
9. Only individual members/shareholders, holding shares in physical form who wish to nominate a person under section 72 of the Act, may furnish us required details in the prescribed Form SH-13, which is available on demand. In respect of shares held in electronic/demat form, the members may please contact their respective DPs.
10. Members / Proxies should bring their copies of Annual Reports and Attendance Slips duly filled in, for attending the meeting Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the AGM pursuant to section 113 of the Act.
11. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company. The Company had already implemented the "Green Initiative" in terms of MCA permission vide Circular No. 17/2011 dated April 21, 2011 and Circular No. 18/2011 dated April 29,

2011 to enable electronic delivery of notices/documents and annual reports to shareholders. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 219 of the Companies Act, 1956. The Notice of AGM and the copies of audited financial statements, Directors' Report, Auditors' Report etc. will also be displayed on the website **[www.lmlworld.com](http://www.lmlworld.com)** of the Company. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Company at [green.initiative@lml.co.in](mailto:green.initiative@lml.co.in) quoting their folio number(s) or their DP/ CLIENT IDs.

## **12. Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules"), and Clause 35B of the Listing agreement the members are entitled to exercise their right to vote electronically for passing the above resolution(s).

Company is providing to its members e-voting facility to exercise their votes, on the items of business given in the Notice through e-voting system, to members holding shares as on **1<sup>st</sup> August, 2014** being the cut-off date (Record date for the purpose of rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, at the 38<sup>th</sup> Annual General Meeting through the e-voting platform provided by Karvy Computershare Pvt. Ltd.

1. The instructions for e-Voting are as under:

A. FOR MEMBERS WHO RECEIVE NOTICE OF AGM THROUGH E-MAIL:

I. Use the following URL for E-Voting: <https://evoting.karvy.com>

II. Enter the login credentials i.e., user ID and password as mentioned in your e-mail or provided at the bottom of attendance slip enclosed to this notice.

III. After entering the details appropriately, click on "LOGIN".

IV. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least

one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@, #, \$, etc.). The system will prompt you to change your password. ***It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.***

- V. You need to login again with the new credentials.
- VI. On successful login, the system will prompt you to select the EVENT i.e., LML Limited.
- VII. On the voting page, the number of shares (which represents number of votes) as held by the members as on the cutoff date will appear. If desire to cast all the votes assenting/ dissenting to the resolution, then enter all shares and click "FOR/AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the total shareholding as on the cut off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- VIII. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- IX. Cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. **Once you confirm, you will not be allowed to modify or cancel your vote subsequently.** During the voting period, shareholders can login any number of times till they have voted on the resolution.
- X. Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG) of the Board resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer at e-mail id: lml.scrutinizer@lml.co.in. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name\_EVENT No."
- XI. The Portal will remain open for voting from September 17, 2014 (9:00 A.M.) till September 19, 2014 (6:00 P.M.).
- XII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of

<https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel. No. 1800 345 4001 (toll free).

**B. FOR MEMBERS WHO RECEIVE THE NOTICE OF AGM IN PHYSICAL FORM:**

Members holding shares either in demat or physical mode who are in receipt of notice in physical form, may opt for e-voting, for which the USER ID and INITIAL PASSWORD are provided at the bottom of the Attendance Slip enclosed to the notice

Please follow steps from Sl. No. (i) to (xii) under heading A above to vote through e-voting platform.

2. The Company has appointed Mr. Dharmendra Srivastava (M. No.: 77529) of M/s. Dharmendra Srivastava & Associates, Chartered Accountant (FRN No. 009796-C) having address at 13/392, I Civil Lines, Kanpur-208001 as the Scrutinizer to the e-voting process including voting at the AGM in a fair and transparent manner.
3. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two(2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
4. In the event of Poll, please note that the members who have exercised their right to vote either in electronic form or in ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared as per the section 109 of the Companies Act, 2013 read with the relevant rules. In such an event, votes cast under poll taken together with the votes cast through e-voting and using postal ballot shall be counted for the purpose of passing of the resolution(s).
5. Subject to receipt of sufficient votes, the results shall be declared at on or after the AGM of the Company. The Chairman shall declare the results of voting on the resolutions set out in the Notice. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.lmlworld.com](http://www.lmlworld.com) and on the website of Karvy - [www.evoting.karvy.com](http://www.evoting.karvy.com) within two (2) days of passing of the resolutions at the AGM of the Company and shall also be communicated to the NSE, BSE & UPSE Stock Exchanges.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Corporate Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.