LML

ANNUAL REPORT

2014-2015

LML LIMITED

BOARD OF DIRECTORS

DEEPAK KUMAR SINGHANIA, *Chairman & Managing Director*

ANISH BABU VENUGOPAL, *Nominee Director, IFCI*

SATINDER KUMAR AGGARWAL, *Independent Director*

SHIROMANI SHARMA, *Independent Director*

Dr. VIVEK KUMAR AGNIHOTRI, *Independent Director*

RAJENDRA KUMAR JAIN, *Independent Director*

SANTOSH KUMAR SHIVSHANKER SHUKLA, *Independent Director*

RITU SCHIMAR DHINGRA, *Independent Director*

SANJEEV SHRIYA, *Non-executive Director*

LALIT KUMAR SINGHANIA, *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

THE RATNAKAR BANK LIMITED
HDFC BANK
J&K BANK
ALLAHABAD BANK

REGISTERED OFFICE

C-3, Panki Industrial Estate,
Site-I, Kanpur-208 022 (U.P.)

WORKS & CORPORATE OFFICE

C-10, Panki Industrial Estate,
Site-II & III, Kanpur-208 022 (U.P.)

ADMINISTRATIVE OFFICE

714, Raheja Chambers,
Nariman Point, Mumbai-400 021 (Maharashtra)

REGIONAL OFFICE

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

CONTENTS

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 Ninth Annual General Meeting of the Members of LML Limited will be held on Thursday, the 24th September, 2015 at 11:00 AM at C-10, Panki Industrial Estate, Site-II & III, Kanpur-208 022. (U.P.) to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements for the financial year ended 31st March, 2015, reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr Ram Kumar Srivastava (DIN: 00763948), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of 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), the appointment of M/s Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W) of Mumbai and M/s. Parikh & Jain, Chartered Accountants, (Firm Registration No. 001105C) of Kanpur be and is hereby ratified as Statutory Auditors of the Company, for the financial year 2015-16 at a remuneration to be fixed by the Board of Directors and/or any Committee thereof."

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modification(s), the resolution for re-appointment of Mr. Lalit Kumar Singhania (DIN: 00014318) as Whole-time Director of the Company as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and all other applicable provisions of the Companies Act, 2013 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. Lalit Kumar Singhania (DIN: 00014318) as Whole-time Director of the Company liable to retire by rotation for a period of three years w.e.f. 28.03.2016 on the remuneration and terms and conditions as set out below:

   (a) Salary: Rs. 8500/- 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 travelling 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. 2.0 (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 tenure of the employment of Mr. Lalit Kumar Singhania (DIN: 00014318) 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."

5. To consider and, if thought fit, to pass, with or without modification(s), the resolution for re-appointment of Mr. Anurag Kumar Singhania (DIN: 00080925) as Whole-time Director of the Company as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and all other applicable provisions of the Companies Act, 2013 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 (DIN: 00080925) as Whole-time Director of the Company liable to retire by rotation for a period of three years w.e.f. 28.06.2016 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 travelling 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. 2.0 (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 tenure of the employment of Mr. Anurag Kumar Singhania (DIN: 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."

6. To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment of Mr. Santosh Kumar Shivshanker Shukla (DIN: 06770309)as an Independent Director of the Company as a **Ordinary Resolution**:

"**RESOLVED THAT** Mr. Santosh Kumar Shivshanker Shukla (DIN: 06770309), who was appointed as an Additional Director by the Board on and w.e.f. 23rd September, 2014 under the provisions of section 161(1) of the Companies Act, 2013 and whose terms of office expire at the Annual General Meeting 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, 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 ratified to be appointed as an Independent Director of the Company w.e.f. 23.09.2014, who shall not be liable to retire by rotation and to hold office for a term upto 22.09.2019 on the terms & conditions, as set out in the letter of appointment dated 23.09.2014.

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."

7. To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment of Mrs. Ritu Schimar Dhingra (DIN: 01186286) as an Independent Director of the Company as a **Ordinary Resolution**:

"**RESOLVED THAT** Mrs. Ritu Schimar Dhingra (DIN: 01186286), who was appointed as an Additional Director by the Board on and w.e.f. 23rd September, 2014 under the provisions of section 161(1) of the Companies Act, 2013 and whose terms of office expire at the Annual General Meeting 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 her candidature for the office of Director and pursuant to the provisions of section 149, 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 ratified to be appointed as an Independent Director of the Company w.e.f. 23.09.2014 who shall not be liable to retire by rotation and to hold office for a term upto 22.09.2019 on the terms & conditions as set out in the letter of appointment dated 23.09.2014.

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."

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution for approval of any transactions with VCCL Ltd., covered under the category of Related Party Transactions, as a **Special Resolution:**

"**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) for sale, purchase and / or supply any goods or materials including but not limited to component, parts, assembly, CKD, SKD, CBU of two-wheelers, three-wheelers and / or provide to and / or obtain technical services from VCCL Ltd., its associate Company, on the terms and conditions relating to above between the Company and VCCL Ltd. as may be mutually agreed to from time to time depending upon, inter-alia, market conditions and or any other conditions / situation for an amount upto Rs. 250 crores (excluding all taxes, duties and levies) as the Company may think fit in its absolute discretion and as briefly mentioned in the explanatory statement to this resolution.

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 following resolution to take on lease certain plant, machinery or equipments from VCCL Ltd. covered under the category of Related Party Transactions 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 (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to take on lease certain plant, machinery and equipments owned by VCCL Ltd. for a period of 11 months from 13th December, 2015 on a monthly rent upto Rs. 2,50,000/- p.m. as may be mutually agreed and approved by the Board of Directors of the Company.

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)."

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution for authorization of Board of Directors to borrow monies as may be necessary as a **Special Resolution:**

"**RESOLVED THAT** in supercession to earlier resolution no. 9 passed at Extra ordinary General Meeting of the Company held on Tuesday, 15th March, 2005 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 (previously being section 293(1)(d) of the Companies Act, 1956) and the rules made there under, as amended from time to time, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow, from time to time, such sum or sums of money as they may deem necessary for the purpose of the business of the Company in excess of the aggregate of the paid up share capital and its free reserves, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company's bankers in the ordinary course of business) will not exceed Rs. 1000 Crores (Rupees One Thousand Crores) excluding interest thereon at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption and all other costs, charges and expenses.

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 following resolution for authorization of Board of Directors to create mortgages/ charges as may be necessary as a **Special Resolution:**

"**RESOLVED THAT** in supercession of Resolution No.10 passed at the Extra ordinary General Meeting held on Tuesday, 15th March, 2005 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (previously being section 293(1)(a) of the Companies Act, 1956) and the Rules made there under, as amended from time to time, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with the power to take over the management and concern of the Company in certain events, to or in favour of all or any of the financial institutions / banks / insurance companies / other investing entities / agencies / trustees for holders of debentures/ bonds/ other instruments which may be issued to and subscribed by all or any of the financial institutions/ banks/ insurance companies/other investing entities / agencies or any other person(s)/bodies corporates by way of private placement or otherwise to secure Rupee/foreign currency loans, debentures, bonds or any other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans payable by the Company to the aforesaid parties or any of them under the Agreements/Arrangements entered into/ to be entered into by the Company in respect of the said Loans, shall not at any time exceed the limit of Rs. 1000 crores (Rupees One Thousand crores), excluding interest thereon at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption and all other costs, charges and expenses.

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."

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: 29.05.2015

NOTE(S):

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREIN AFTER REFERRED AS "THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT 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.

2. The business set out in the Notice will be transacted through Electronic voting system and the Company is providing

facility for voting through electronic means. Instructions and other related information for e-voting is provided herein below. Further the Company will also send communication relating to remote e-voting which inter alia would contain details about user ID and password along with copy of this Notice to the members separately.

3. Information under Clause 49 of the Listing Agreement regarding appointment / re-appointment of Directors (for item No. 4 to 7) and Statement u/s 102(1) of the Companies Act, 2013 (for Item No. 4 to 11) and statement as required by Schedule V Part II, Section II (B) (iv) for item no. 4 and 5 is appended herein below.

4. Information under Clause 49 of the Listing Agreement regarding re-appointment of Mr. Ram Kumar Srivastava are as under:-

   Mr. Ram Kumar Srivastava (DIN: 00763948), age 76 years, is M.A., LL.B., D.LL. and has vast experience of about 52 years in various areas of Business Management. He has widely travelled and has substantial exposure especially personnel, industrial relationship, management and human resources development. He is actively involved in day to day affairs of the Company since 15.02.1984 and was appointed as Whole-time Director w.e.f. 08.09.2006.

   Mr. Ram Kumar Srivastava (DIN: 00763948) is not Director in any other Company. He is the member of Risk Management Committee of Directors of your Company.

   The Company has received from Mr. Ram Kumar Srivastava (DIN: 00763948) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

   He does not hold any Equity Shares of the Company.

   None of the Directors, Key Managerial Personnel (KMP) and any relative of the Directors of the Company and their relatives except Mr Ram Kumar Srivastava (himself) are, in any way concerned or interested in passing of the said resolution.

   The Board of Directors recommends the resolution, as set out for approval of the shareholders.

5. 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 Monday, the 14th September, 2015 to Thursday, the 24th September, 2015 (both days inclusive).

6. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the registered office of the Company during the office hours on all working days between 10:00 A.M.to 3:00 P.M. upto the date of conclusion of AGM.

7. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the meeting at the venue.

8. Members wishing to seek further information or clarification on the Annual Accounts or operations of the Company at the Meeting are requested to send their queries in writing at least a week in advance of the date of the Meeting addressed to the Senior President (Commercial) & Company Secretary at the following address :

   LML Limited, C-10, Panki Industrial Estate, Site II & III, Kanpur–208 022 (U.P.)

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 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 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. 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 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 quoting their folio number(s) or their DP/ CLIENT IDs.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company for consolidation in one folio.

14. Information and other instructions relating to e-voting are as under:

    (i) In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules"), as amended and Clause 35B of the Listing agreement the Company has made necessary arrangements with Karvy Computershare Pvt. Ltd. to provide facility of e-voting to the members. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

    (ii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

    (iii) The Board of Directors of the Company has appointed Mr Dharmendra Srivastava (M.No. 77529) of

M/s Dharmendra Srivastava & Associates, Chartered Accountant (FRN No. 009796C) having address at 13/392, Civil Lines, Kanpur-208001, as Scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

(iv) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut off date i.e. 14th September, 2015.

(v) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut – off date i.e. 14th September,** 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

(vi) Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the Cut-off date i.e. 14th September, 2015, may obtain the User ID and password in the manner as mentioned below:

(a) If e-mail address or mobile number of the member is registered against Folio No. or DP ID/ Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot password" and enter Folio No. or DP ID/ Client ID and PAN to generate a password.

(b) Member may call Karvy's Toll free No. 1800-3454-001 or 040-67161500.

(c) Member may send an e-mail request to evoting@karvy.com

(vii) The remote e-voting facility will be available during the following period

Commencement of remote e-voting : 20th September, 2015

End of remote e-voting : Upto 5:00 PM on 23rd September, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

(viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizers's report shall be placed on the website of the Company www.lmlworld.com and on the website of the Karvy - www.evoting.karvy.com. The results shall simultaneously be communicated to the Stock Exchanges.

(ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 24th September, 2015.

(x) A. FOR MEMBERS WHO RECEIVE NOTICES THROUGH E-MAIL:

i. Use the 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 below/ at the bottom of attendance slip and click on "LOGIN". The E-Voting Event Number + Folio No. or DP ID/ Client ID will be your User ID.

iii. You will reach the Password change menu. 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.). **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

iv. You need to login again with the new credentials.

v. On successful login, select EVENT i.e., LML Limited for Annual General Meeting.

vi. On the voting page, the number of shares (which represents number of votes) as on the cut-off 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.

vii. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.

viii. 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.

ix. 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 "LML_Event No."

B. FOR MEMBERS WHO RECEIVE THE NOTICES IN PHYSICAL FORM:

- Members who are in receipt of notices in physical form, may opts for e-voting, for which the INITIAL USER ID and PASSWORD are provided below/ at the bottom of Notice
- Please follow all steps from Sl. No. (i) to (ix) above to vote through e-voting platform.

x. 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. 1800-3454-001 (toll free).

xi. If you are already registered with Karvy for e-voting then you can use your existing user ID and password/ PIN for casting your vote.

xii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The voting rights of shareholders shall be in proportion to their number of shares as on cut-off date 14th September, 2015.

STATEMENT IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF ANNUAL GENERAL MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4

Statement pursuant to Schedule V of the Companies Act, 2013 ("the Act"):

In terms of the Sections 196, 197 and 203, the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V and all other applicable provisions of the Act and clause 49 of the Listing agreement and subject to the approval of Members and then Central Government, the nomination and remuneration committee in their meeting held on 29th May, 2015 has recommended and the Board of Directors, in their meeting held on 29th May, 2015, has also recommended for re-appointement of Mr. Lalit Kumar Singhania (DIN: 00014318) as Whole-time Director of the Company for the period of 3 years from the expiry of the present terms which will expire on 27.03.2016 at the remuneration recommended by the Nomination & Remuneration Committee.

It is proposed to seek the member's approval for the re-appointment of and remuneration payable to Mr. Lalit Kumar Singhania as Whole-time Director of the Company in terms of applicable provisions of the Act and Rules there under.

The additional information with respect to the Company and the Appointee are as under:-

I. General Information:

1) Nature of Industry: Two Wheeler Industry.
2) Date of commencement of commercial production: The Company started production of 2-stroke Metal Body Geared Scooters (MBGS) in F.Y. 1983-84.
3) Financial performance based on given indicators:

(Rs. in Crore)

Sl. No.	Particulars	FY 2012-13	FY 2013-14	FY 2014-15
1	Gross Income	255.90	273.73	212.58
2	Operating Profit/ (Loss)	(16.18)	(17.76)	(25.46)
3	Interest	36.26	40.13	43.02
4	Depreciation, Amortisation & Impairment of Fixed Assets	13.01	14.94	12.61
5	Net Profit/(Loss)	(65.45)	(72.83)	(81.09)

4) Export performance and net foreign exchange earnings: Company has exported 26184 scooters (valued at Rs. 126.21 crores).
5) Foreign investments or collaborators, if any: Company has no Foreign Direct Investment or Foreign Collaboration with any party.

II. Information about the appointee:

A. BACK GROUND DETAILS:

As members are aware that Mr. Lalit Kumar Singhania (DIN: 00014318) was last appointed as Whole-time Director for a period of five years, which will expire on 27.03.2018. The Central Government approved payment of his remuneration for three years i.e. upto 27.03.2016. To maintain continuity of his appointment and payment of remuneration, the same need to be approved for next three years w.e.f. 28.03.2016. The Board of Directors at its meeting held on 29.05.2015, has proposed to re-appoint him for a further period of three years w.e.f . 28.03.2016.

B. PAST REMUERATION:

(Amount in Rs.)

Total Remuneration Paid	FY 2012-13	FY 2013-14	FY 2014-15
	915433	1198871	951333

C. RECOGNITION OR AWARDS: Nil

D. JOB PROFILE AND HIS SUITABILITY: Career and Experiences:

Mr. Lalit Kumar Singhania (DIN: 00014318), age about 71 years, is a Post Graduate and has wide experience in two-wheeler industry, and in over-all general business administration and management. He has been serving as a President since 1984 and as a Whole-time Director w.e.f. 28.03.1995. He has played a significant role in revamping the operations of the Company and in introducing innovative strategies.

Mr. Lalit Kumar Singhania (DIN: 00014318) is not Director in any other Company. He is member of Stakeholders Relationship Committee and Sub-Committee of Directors of the Board of your Company.

E. REMUNERATION PROPOSED:

The remuneration payable to Mr. Lalit Kumar Singhania (DIN: 00014318) on the recommendation of Nomination & Remuneration Committee has been set out in the Resolution i.e., maximum Rs. Two Lacs per month and previously Central Government has approved his remuneration of Rupees One Lac Fifty Thousand per month.

F. COMPARITAIVE REMUNERATION:

The proposed remuneration to be paid to him is very low as compared to the other Companies in the industry.

G. PECUNIARY RELETIONSHIP DIRECTLY OR INDIRECTLY WITH THE COMPANY OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL:

Mr Lalit Kumar Singhania (DIN: 00014318) has no pecuniary relationship with any managerial personnel of the Company except Mr Deepak Kumar Singhania, Chairman & Managing Director and Mr Anurag Kumar Singhania, Whole-time Director of the Company as his relatives, whether directly or indirectly. He neither has any pecuniary relationship with the Company directly or indirectly.

He holds 140 Equity Shares of the Company and is one of the promoter of the Company.

III. OTHER INFORMATION:

Reasons of loss or inadequate profits, and Steps taken or proposed to be taken for improvement

The Company's project was set up for manufacture of 2-stroke Metal Body Geared Scooters (MBGS). There was a dramatic shift in consumer preference from MBGS to 4-stroke - motor cycles and gearless (CVT) scooters which adversely affected the working of the Company. Further, Company's workmen resorted to illegal strike and with a view to protect life and property the Company had to declare a lockout on 7th March, 2006. Consequent to the withdrawal of strike by the workmen on 13.4.2007, the Company resumed its operations in a very small way. Due to losses since the net worth of the Company got fully eroded, it is registered with Board for Industrial and Financial Reconstruction (BIFR) as a sick industrial Company under the mandatory provisions of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA).

Steps taken or proposed to be taken for improvement

Company is working on the development, industrialization of various new products and technologies. It has submitted its updated Revival Scheme to the Hon'ble BIFR. Company is presently manufacturing 4-stroke geared and gearless (CVT) scooters and supplying in select domestic and export markets. Company is committed towards its revival which will be done under the aegis of Hon'ble BIFR.

Expected increase in productivity and profits in measurable terms

Company is working for its revival under the aegis of Hon'ble BIFR and expects improvement in productivity and profits after its revival scheme is approved by Hon'ble BIFR and implemented.

INFORMATION UNDER CLAUSE 49 OF THE LISTING AGREEMENTS REGARDING RE-APPOINTMENT OF DIRECTORS

Name	Lalit Kumar Singhania
Date of Birth	05.04.1944
Date of Appointment on Board	27.09.1988
Qualification	Post Graduate
Experience	51 years
Directorship held in other public Companies (excluding foreign and private Companies)	Nil
Membership/Chairmanship of Committee of other public Companies (Includes only Audit Committee and Stakeholders Relationship Committee	Nil
Number of Shares Held	140
Relationship between other Directors	Mr. Deepak Kumar Singhania (Brother)
	Mr. Anurag Kumar Singhania (Son)

Director satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act. The Company has received from him (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Act.

None of the Directors, Key Managerial Personnel (KMP) and any relative of the Directors of the Company and their relatives except as mentioned in above table are, in any way concerned or interested in passing of the Resolution as set out in item no.4 and the resolution does not affects any other Company.

His re-appointment would be immensely beneficial for the Company and its stake holders.

The Board of Directors recommends the resolution, as set out for approval of the shareholders as Special Resolution.

Item No. 5

Statement pursuant to Schedule V of the Act:

In terms of the Sections 196, 197 and 203 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V and all other applicable provisions of the Act and clause 49 of the Listing Agreement subject to the approval of Members and then Central Government, the nomination and remuneration committee in their meeting held on 29th May, 2015 has recommended and the Board of Directors, in their meeting held on 29th May, 2015, has also recommended the re-appointment of Mr. Anurag Kumar Singhania (DIN: 00080925) as Whole-time Director of the Company for the period of 3 years from the expiry of the present terms which will expire on 27.06.2016 at the remuneration recommended by the Nomination & Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the member's approval for the re-appointment of and remuneration payable to Mr. Anurag Kumar Singhania as Whole-time Director of the Company in terms of applicable provisions of the Act and Rules there under.

The additional information with respect to the Company and the Appointee are as under:-

I. General Information:

1) Nature of Industry: Two Wheeler Industry.
2) Date of commencement of commercial production: The Company had started production of Metal Body Geared Scooters (MBGS) in F.Y. 1983-84.
3) Financial performance based on given indicators:

Sl. No.	Particulars	FY 2012-13	FY 2013-14	FY 2014-15
1	Gross Income	255.90	273.73	212.58
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4) Export performance and net foreign exchange earnings:
Company has exported 26184 scooters (valued at Rs. 126.21 crores).
5) Foreign investments or collaborators, if any: Company has no Foreign Direct Investment or Foreign Collaboration with any party.