



LML LIMITED

LML

An ISO 9001:2008 Company

C-10, Panki Industrial Estate

Kanpur - 208022, INDIA

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E-mail : lmlknp@lml-india.com

LML: SEC: SE

September 25, 2015

The Manager,
Capital Market (Listing),
National Stock Exchange of India Ltd,
Exchange Plaza, Bandra-Kurla Complex
Bandra (E)
MUMBAI - 400 051

The Manager (Listing),
The Corporate Relationship Department,
BSE Limited,
Floor 25th, Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

Dear Sirs,

**Sub: Consolidated Result of e-voting and poll on the resolutions transacted at
the 39th Annual General Meeting of the Company held on 24.09.2015**

Scrip Code: - BSE- 500255 & NSE-LML

In continuation to our letter Ref LML: SEC: SE dated 24.09.2015 and pursuant to Clause 31 (d) of the Listing Agreement, please find attached herewith a copy of Scrutinizer's Report in respect of votes cast by remote e-voting and poll conducted at the AGM on all resolutions from Item No. 1 to 11 as per the Notice of AGM of the Company held on 24th September, 2015.

Please take the same on records and bring it to the notice of all the concerned.

Thanking you,

Yours Faithfully,
For LML Limited



KC Agarwal
Senior President (commercial) &
Company Secretary



DHARMENDRA SRIVASTAVA & ASSOCIATES

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Ref. No.

Date 25/9/2015

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,

Chairman

39th Annual General Meeting of the Equity Shareholders of LML Limited
held on 24th September, 2015 at C-10, Panki Industrial Estate, Site-II, Kanpur - 208 022 (U.P.)

Dear Sir,

I, Dharmendra Srivastava (M. No. 77529) Partner of M/s Dharmendra Srivastava & Associates, Chartered Accountant (FRN No. 009796-C), have been appointed as Scrutinizer for the purpose of remote e-voting as well as the poll taken on the below mentioned resolution(s), at the 39th Annual General Meeting of the Equity Shareholders of LML Limited, held on 24th September, 2015 at C-10, Panki Industrial Estate, Site-II, Kanpur - 208 022 (U.P.). We submit our report as under:-

1. The remote e-voting period remained open from 20th September, 2015 upto 5:00 p.m. of 23rd September, 2015 (both days inclusive);
2. The shareholders holding shares as on cut-off date 14th September, 2015 were entitled to vote on the proposed resolutions;
3. The votes were unblocked in the presence of two witnesses who are not in the employment of the Company. Thereafter, the details containing, inter alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting portal of Karvy Computershare Pvt. Ltd.;
4. At the Annual General Meeting, after the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me;
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s LML Share Registry, in house Registrar and Transfer Agency of the Company and the authorization/ proxies lodged with the Company;
6. I did not find any poll papers invalid;
7. The Consolidated results of remote e-voting as well as of the ballot held at the AGM are as under:-

(a) **Resolution No. 1: Ordinary Resolution for adoption of Audited Financial Statements for the financial year ended 31st March, 2015 along with Boards' and Auditors' Reports**

(i) **Voted in favour of the resolution:**

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	8	4,050	81.65%
Ballot	62	2,18,44,437	100%
Total	70	2,18,48,487	99.99%

(ii) **Voted against the resolution:**

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	3	910	18.35%
Ballot	Nil	Nil	0
Total	3	910	0

(iii) **Invalid Votes:**

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(b) **Resolution No. 2: Ordinary Resolution for re-appointment of Mr. Ram Kumar Srivastava (DIN:00763948) as a director**

(i) **Voted in favour of the resolution:**

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	6	4034	81.33%
Ballot	62	2,18,44,437	100%
Total	68	2,18,48,471	99.99%

(ii) **Voted against the resolution:**

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	5	921	18.57%
Ballot	Nil	Nil	0
Total	5	921	0

(iii) **Invalid Votes:**

Type of	Total number of members (in person or by	Total Number of
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voting	proxy) whose votes were declared invalid	votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(c) **Resolution No. 3: Ordinary Resolution for ratification of appointment of M/s Khandelwal Jain & Co., Chartered Accountants, (FRN 105049W) & M/s. Parikh & Jain, Chartered Accountants, (FRN 001105C) as Statutory Auditors of the Company;**

(i) Voted in favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	4044	81.53%
Ballot	62	2,18,44,437	100%
Total	69	2,18,48,481	99.99%

(ii) Voted against the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	4	911	18.37%
Ballot	Nil	Nil	0
Total	4	911	0

(iii) Invalid Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(d) **Resolution No. 4: Special Resolution for re-appointment of Mr. Lalit Kumar Singhania (DIN:00014318) as Whole-Time Director of the Company;**

(i) Voted in favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	4044	81.53%
Ballot	62	2,18,44,437	100%
Total	69	2,18,48,481	99.99%

(ii) Voted against the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

	proxy)		votes cast
e-voting	4	911	18.37%
Ballot	Nil	Nil	0
Total	4	911	0

(iii) Invalid Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(e) **Resolution No. 5:** Special Resolution for re-appointment of Mr. Anurag Kumar Singhania (DIN:00080925) as Whole-Time Director of the Company;

(i) Voted in favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	4044	81.53%
Ballot	62	2,18,44,437	100%
Total	69	2,18,48,481	99.99%

(ii) Voted against the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	4	911	18.37%
Ballot	Nil	Nil	0
Total	4	911	0

(iii) Invalid Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(f) **Resolution No. 6:** Ordinary Resolution for appointment of Mr. Santosh Kumar Shrivshanker Shukla (DIN:06770309) as an Independent Director of the Company;

(i) Voted in favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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e-voting	7	4044	81.53%
Ballot	62	2,18,44,437	100%
Total	69	2,18,48,481	99.99%

(ii) Voted against the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	4	911	18.37%
Ballot	Nil	Nil	0
Total	4	911	0

(iii) Invalid Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

Resolution No. 7: Ordinary Resolution for appointment of Mrs. Ritu Schimar Dhingra (DIN:01186286) as an Independent Director of the Company;

(i) Voted in favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	4044	81.53%
Ballot	62	2,18,44,437	100%
Total	69	2,18,48,481	99.99%

(ii) Voted against the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	4	911	18.37%
Ballot	Nil	Nil	0
Total	4	911	0

(iii) Invalid Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

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(h) **Resolution No. 8:** Special Resolution for approval of any transactions with VCCL Ltd., covered under the category of Related Party Transactions;

(i) Voted In favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	4044	81.53%
Ballot	53	21663703	100%
Total	60	2,16,67,747	99.99%

(ii) Voted against the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	4	916	18.47%
Ballot	Nil	Nil	0
Total	4	916	0

(iii) Invalid Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(i) **Resolution No. 9:** Special Resolution for approval to take on lease certain plant, machinery or equipments from VCCL Ltd. (related party);

(i) Voted in favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	4044	81.53%
Ballot	53	21663703	100%
Total	60	2,16,67,747	99.99%

(ii) Voted against the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	4	916	18.47%
Ballot	Nil	Nil	0
Total	4	916	0

(iii) Invalid Votes:

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Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(j) **Resolution No. 10:** Special Resolution for authorization of Board of Directors to borrow monies as may be necessary;

(i) Voted in favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	4044	81.53%
Ballot	62	2,18,44,437	100%
Total	69	2,18,48,481	99.99%

(ii) Voted against the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	4	916	18.47%
Ballot	Nil	Nil	0
Total	4	916	0

(iii) Invalid Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(k) **Resolution No. 11:** Special Resolution for authorization of Board of Directors to create mortgages/ charges as may be necessary;

(i) Voted in favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	4044	81.53%
Ballot	62	2,18,44,437	100%
Total	69	2,18,48,481	99.99%

(ii) Voted against the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

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e-voting	4	916	18.47%
Ballot	Nil	Nil	0
Total	4	916	0

(iii) Invalid Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared Invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

Note: In Electronic Voting, One shareholder has casted 5 votes less than his eligible votes on the resolution nos. 2 to 7.

8. A compact disc (CD) containing a list of Equity Shareholders who voted "FOR" and "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The register, ballot papers and all other relevant records relating to remote e-voting were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Place: Kanpur
009796-C)
Date: 25.09.2015

Yours Faithfully
For Dharmendra Srivastava & Associates
(FRN



JK 07
25/9/2015
Dharmendra Srivastava
Chartered Accountant
(FCA 77529)