



# LML LIMITED

**LML**

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Sector 44  
Gurgaon - 122003, India  
Tel. : 91-124-4500500  
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**LML: SH: SE**
**29.05.2015**

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 BSE Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**MUMBAI – 400 001**

**Sub: Audited Financial Results for the Quarter & Year Ended on  
31<sup>st</sup> March, 2015 along with other matters  
Refer: Scrip Code: NSE-LML & BSE- 500255**

Dear Sirs,

Pursuant to the Listing Agreement, we are giving hereunder the details of decisions taken by the Board of Directors of the Company at its meeting held on 29<sup>th</sup> May, 2015:-

## 1. **Clause 20**

(a) Audited Results for Year Ended 31<sup>st</sup> March, 2015

|       |                                           | <b>(Rs. / Crores)</b>                  |                                        |
|-------|-------------------------------------------|----------------------------------------|----------------------------------------|
| S.No. | Particulars                               | F.Y. 2014-15<br>Ended on<br>31.03.2015 | F.Y. 2013-14<br>Ended on<br>31.03.2014 |
| 1     | Turnover                                  | 199.34                                 | 256.45                                 |
| 2     | Other Income                              | 7.99                                   | 7.28                                   |
|       | Total :                                   | 207.33                                 | 273.73                                 |
| 3     | Gross Profit / (Loss)                     | (68.48)                                | (60.50)                                |
| 4     | Provision for Depreciation & Amortisation | 12.61                                  | 12.33                                  |
| 5     | Tax Expense / Provisions                  | -                                      | -                                      |
| 6     | Net Profit/(Loss)                         | (81.09)                                | (72.83)                                |

(b) In view of losses, no dividend has been recommended for the year.

## 2. **Clause 41**

We are enclosing herewith the Audited Financial Results along with Independent Audit Report for the year ended 31<sup>st</sup> March, 2015. Also attached herewith is Annexure-A for displaying on your web-site.

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### 3. Clause 16

The Thirty-Ninth Annual General Meeting of the Company is scheduled to be held on Thursday, the 24th September, 2015 at 11:00 A.M. at LML Limited, C-10, Panki Industrial Estate, Site-II & III, Kanpur-208 022. (UP) and hence the Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 14<sup>th</sup> September, 2015 to Thursday, the 24<sup>th</sup> September, 2015 (both days inclusive).

We declare that all the Securities received for transfer 15 days prior to 29<sup>th</sup> May, 2015, have been duly transferred and dispatched to the transferees.

We undertake that further Securities lodged for transfer will be transferred and dispatched within a period of 15 days from the date of receipt thereof.

### 4. Clause 30

A) The following Directors have been re-appointed/ approved to be regularized on the Board of the Company:-

- (i) Pursuant to the Section 161 of the Companies Act, 2013, Board has approved to regularize Mr Santoshkumar Shivshanker Shukla (DIN: 06770309) and Mrs. Ritu Schimar Dhingra (DIN: 01186286) appointed as Additional Directors (Independent) for 5 years w.e.f. 23<sup>rd</sup> September, 2014, in the Board meeting held on that date, subject to approval of shareholders in ensuing Annual General Meeting of the Company.
- (ii) Mr. Lalit Kumar Singhania (DIN: 00014318) and Mr. Anurag Kumar Singhania (DIN: 00080925) Whole-time Directors of the Company have been proposed to be re-appointed, subject to necessary approvals for their further term of 3 years each w.e.f. 28.03.2016 & 28.06.2016 respectively.

#### B) Statutory Auditors

Pursuant to Section 139 of the Companies Act, 2013, Board has approved ratification of following Statutory Auditors, subject to approval of shareholders in ensuing Annual General Meeting of the Company:

- (a) M/s Khandelwal Jain & Co., Chartered Accountants for next 2 years i.e. upto FY 2016-17;
- (b) M/s Parikh & Jain, Chartered Accountants for next 1 year i.e. upto FY 2015-16.

#### C) Internal Auditors

Pursuant to Section 138 of the Companies Act, 2013, Board has approved re-appointment of M/s Onkar Tandon & Co., Chartered Accountants, as Internal Auditors of the Company for FY 2015-16;

#### D) Secretarial Auditors

Pursuant to Section 204 of the Companies Act, 2013, Board has approved appointment of M/s Adesh Tandon & Co., Practicing Company Secretaries, as Secretarial Auditors of the Company for FY 2015-16.

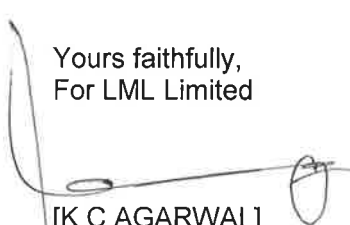
**5. Clause 49 & Regulation 8 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015**

The Board has approved and adopted Code of Practices and Procedures for Fair Disclosures of unpublished price sensitive information and Code of Conduct to regulate, monitor and report trading by Insiders as prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, as per Regulation 8 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Code of Practices and Procedures for Fair Disclosures of unpublished price sensitive information is attached herewith.

Kindly bring it to the notice of all concerned.

Thanking you,

Yours faithfully,  
For LML Limited



[K C AGARWAL]  
Senior President (Commercial) &  
Company Secretary

Encl : As above

## **LML LIMITED**

### **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES**

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

#### **Introduction**

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15<sup>th</sup> May, 2015 and the same have been made applicable to all companies whose shares were listed on Indian stock exchanges. LML Limited is required to formulate Code of Practices and Procedures for Fair Disclosures.

#### **Objective of the Code of Fair Disclosures**

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

#### **Definitions**

‘**Company**’ means LML Limited

‘**Compliance Officer**’ for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary, Chief Financial Officer of the Company authorized by the Board of Directors of the Company to discharge the duties of Compliance Officer under the regulations.

‘**Chief Investors Relations Officer**’ means Compliance Officer.

“**Unpublished price sensitive information**” means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions, changes in Key managerial personnel; and materials events in accordance with the listing agreements.

The company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

## **1. Norms for disclosure of Unpublished Price sensitive information**

### **a. Prompt public disclosure of Unpublished price sensitive information**

Unpublished Price sensitive information shall be given by company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website [www.lmlworld.com](http://www.lmlworld.com) in order to be accessed by the Investors and members of the company i.e to make the information generally available.

### **b. Uniform and Universal dissemination of unpublished price sensitive information**

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

### **c. Overseeing and co-ordinating disclosure**

The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and; overseeing and co-ordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the company and media.

If information is accidentally disclosed without prior approval of Chief Investor Relations Officer the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

### **d. Responding to market rumours**

The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumours by exchanges.

The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

## **2. Process of disseminating information in order to make the unpublished price sensitive information generally available**

- Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- Company shall ensure that disclosure to stock exchanges is made promptly.
- The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

## **3. Manner of dealing with analyst and research personnel**

- (i) *Only Public information to be provided* – A company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- (ii) *Recording of discussion* - In order to avoid misquoting or misrepresentation, it is desirable that at least two company's representatives be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
- (iii) *Handling of unanticipated questions* - A listed company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.
- (iv) *Simultaneous release of Information* - When a company organizes meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet.

## **4. General available information**

The company will promptly disclose the following information on the website of the Company and to the stock exchange

- a. Declaration of Financial results (quarterly, half-yearly and annual)
- b. Declaration of dividends (interim and final)
- c. Issue of securities by way of public/ rights/bonus, etc.
- d. Any major expansion plans or winning of bid or execution of new projects
- e. Amalgamation, mergers, takeovers and buy-back
- f. Disposal of whole or substantially whole of the undertaking
- g. Any changes in policies, plans or operations of the Company
- h. disruption of operations due to natural calamities
- i. Litigation/dispute with a material impact
- j. Change in Key managerial personnel
- k. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.

**5. Unpublished price sensitive information on Need-to-Know basis**

Unpublished Price Sensitive Information shall be handled on a “need to know” basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations

**6. Disclosure of Code on Public Domain**

This Code and any amendment thereof will be published on the Company’s website *www.lmlworld.com*.

**7. Amendment of the Code**

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.