

**LML LIMITED**

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: lmlknp@lml-india.com **Web:** www.lmlworld.com

CIN - L34101UP1972PLC003612

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013]

To

The Members of LML Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), and Clause 35B of the Equity Listing Agreement, for consent of the shareholders of the Company on the proposed special business set out below through postal ballot (including electronic voting):

To consider and, if thought fit, to pass with or without modification(s), the following resolution for making any investment/ giving any loans or guarantees or providing securities or acquisition of securities of any other body corporate, by way of subscription, purchase or otherwise, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (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 (a) any loan given or to be given to any other body corporate(s) /person(s); (b) any guarantee given or to be given or security provided or to be provided in connection with a loan to any other body corporate(s) /person(s); and (c) acquisition by way of subscription, purchase or otherwise, securities of any other body corporate(s) upto an aggregate amount not exceeding Rs. 50 Crores outstanding at any time notwithstanding that the aggregate of the loans or guarantees or investments so far made or to be made exceeds/ may exceed 60% of the aggregate of the paid-up share capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, on such terms and conditions, as the Board may think fit.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions of the above limit upto which such investments in securities/ loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, within the aforesaid limits including with the power to transfer/ dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and/or expedient for implementing and giving 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

**NOTES:**

1. A statement setting out the materials facts concerning above item of special business pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 in respect of the proposed matter is annexed hereto.
2. The postal ballot notice is being sent (by registered post, courier or e-mail) to all the members, whose name appears on the Register of Members / List of beneficial owners, to be received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 18th July, 2015 being cut-off date and the Postal ballot notice is also available on the website of the Company. Postal ballot notice is also being sent to all Directors and Auditors of the Company.
3. In compliance with the provisions of Section 108 of Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility to all its shareholders to enable them to cast their votes electronically as an alternative to dispatch the postal ballot forms.

Please note that e-voting is entirely optional for the shareholder(s) and that the shareholder(s) can opt only for one mode of voting. If a shareholder has opted for e-voting, then he/she should not vote by postal ballot and vice-versa. However, in case shareholder(s) cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid, notwithstanding whichever option is exercised first. The Company has engaged Karvy Computershare Pvt. Ltd. to provide e-voting facility to the shareholders of the Company.

4. 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, to act as the Scrutinizer, who will submit his report to Chairman of the Company, after completion of the scrutiny of the postal ballot forms and e-voting process.
5. The result of the postal ballot and e-voting process shall be announced by the Chairman on or before 30th September, 2015 and the resolutions will be taken as passed effectively on the date of announcement of the result, if it indicates that the requisite majority of the shareholders has assented to the resolutions. The result of the postal ballot shall be declared by placing it along with the scrutinizer's report on the website of the Company. The date of declaration of Postal Ballot result will be taken to be the date of passing the resolution contained in this Notice.
6. The result of the postal ballot will also be communicated to the BSE Limited and the National Stock Exchange of India Limited, where the Company's shares are listed.
7. The postal ballot and all other papers relating to postal ballot including voting by electronic means, shall be under the safe custody of the scrutinizer till the Chairman of the Company considers, approves and signs the minutes and thereafter, the scrutinizer shall return the ballot papers and other related papers or register to the company who shall preserve such ballot papers and other related papers or register safely.

8. INSTRUCTIONS FOR VOTING**I. General Information**

- i. There will be one Postal Ballot Form/e-voting for every 'Client ID No./Folio No.', irrespective of the number of joint holders.
- ii. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy.
- iii. The Voting period begins from 10:00 A.M. on 24th August, 2015 till 5:00 P.M. on 23rd September, 2015. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Pvt. Ltd for voting thereafter.

II. Voting through physical mode

- i. A member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other Form or photocopy thereof is permitted) and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the member will also be accepted.
- ii. The postal ballot form should be completed and signed by the sole/ first named shareholder. In absence of the first named shareholder in joint holding, the form may be completed and signed by the next named shareholder.
- iii. Where the postal ballot form has been signed by an authorized representative of a body corporate, trust or society, a certified true copy of the resolution of its board of directors authorizing such representative to vote on the resolution on behalf of the body corporate, trust or society should accompany the Postal Ballot Form. If the Postal Ballot Form is signed by a power of attorney holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such power of attorney.



- iv. Shareholder may convey his/ her/ its assent/ dissent in the Postal Ballot Form. The consent of the Shareholder must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by putting a tick mark (✓) in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
- v. Incomplete, unsigned/ not ticked or incorrectly filled forms are liable to be rejected by the Scrutinizer.
- vi. Shareholders, who have received postal ballot notice by e-mail and who wish to vote through physical form and/or who seek duplicate postal ballot form, can download it from the link <https://evoting.karvy.com> or from 'Investors' page of the Company website www.lmlworld.com.
- vii. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than the close of working hours (i.e. before 5:00 P.M) on 23rd September, 2015. Postal Ballot Form received after this date will be treated as if no reply from the member has been received.
- viii. A Shareholder may request a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer, not later than the date and time specified at item (vii).
- ix. Shareholders are requested not to send any extraneous paper along with the Postal Ballot Form in the enclosed Envelope. All Envelopes will be sent to the Scrutinizer and any extraneous paper found in any Envelope would not be taken cognizance of and will be destroyed by the Scrutinizer.
- x. Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.
- xi. The Scrutinizer's decision on the validity of the postal ballot form shall be final and binding.
- xii. The votes of a Shareholder will be considered invalid on any of the following grounds:
 - If the Shareholder's signature does not tally;
 - The votes should be cast either in favour or against by putting the tick mark (✓) in the column provided for assent or dissent. Forms bearing tick in both columns will render the form invalid.
 - If the Shareholder has marked his/ her/ its vote both 'FOR' and also 'AGAINST' the 'Resolution' in such a manner that the aggregate Shares voted 'FOR' and 'AGAINST' exceeds total number of Shares held under Serial No. 2 of the Postal Ballot Form i.e. if the Form is improperly or incorrectly ticked;
 - If the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - If the Postal Ballot Form is received torn or defaced or overwritten or mutilated such that it is difficult for the Scrutinizer to identify either, the Shareholder, or the number of votes, or as to whether the votes are 'FOR' or 'AGAINST', or if the signature could not be verified or one or more of the above grounds.

III. Voting through Electronic mode

1. The members may e-vote for the events by using User ID and Password. The procedure for e-voting is as follows:
 - 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 postal ballot form and click on "LOGIN".
 - 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 postal ballot.
 - 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 i.e. 18th July, 2015. 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."
- x. The Portal will remain open for voting from 10:00 A.M. of 24th August, 2015 till 5:00 P.M. of 23rd September, 2015.
- B. FOR MEMBERS WHO RECEIVE THE NOTICES IN PHYSICAL FORM:**
- Members who are in receipt of notices in physical form, may opt for e-voting, for which the INITIAL USER ID and PASSWORD are provided below/ at the bottom of Postal Ballot Form.
 - 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 345 4001 (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).
 - xiii. The voting rights of shareholders shall be in proportion to their no. of shares as on cut-off date i.e. 18th July, 2015.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF POSTAL BALLOT

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of (i) sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, (ii) hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof for any investment made or to be made, loans given or to be given, guarantee given or to be given, security provided or to be provided in connection with loans to any other body corporate(s)/person(s) (including overseas body corporate(s)/person(s)) for an amount not exceeding Rs. 50 crores.

The investments, loans, guarantees and securities, as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. The Board accordingly recommends passing the Special resolution through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

All documents referred to in the accompanying Notice and the Statement pursuant to section 102 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company between 10:00 A.M. to 1:00 P.M. on all working days up to 23rd September, 2015.

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

Enclosed: 1. Postal Ballot Form
2. Self-addressed postage pre-paid Business Reply Envelope



LML LIMITED

LML

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CIN - L34101UP1972PLC003612

POSTAL BALLOT FORM

[To be returned to Scrutinizer appointed by the Company]

Serial No. :

1. Name and Address of the Shareholder including Joint-Holders, if any :

2. DP ID/ Client ID/ Registered Folio No. :

No. of Equity :
Shares held

I/We hereby exercise my/ our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice dated 29.05.2015 of the Company by sending my/our assent/dissent to the said Resolution by placing tick mark in the appropriate column below:-

Item No.	Description of Resolution	No. of shares for which vote cast	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution under Section 186 of the Companies Act, 2013 for approval of any loans given or to be given, or guarantees given or to be given, or securities provided or to be provided, or acquisition of securities of any other body corporate, by way of subscription, purchase or otherwise			

Date:.....

Place:.....

e-mail ID:.....

.....
(Signature of Shareholder)

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E-VOTING PARTICULARS FOR POSTAL BALLOT ITEMS

Particulars	EVEN No.	User ID	Initial Password
EVEN (e-voting event No.) for Postal Ballot			