

REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY: LML Limited (Scrip Code BSE: 500255, NSE: LML, UPSE: L00004)

QUARTER ENDED : 31st March, 2014

Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	N	During the Quarter, Exim Bank withdrew its Nominee Director, Mr. CP Ravindranath Menon w.e.f. 10-01-2014 (informed to Stock Exchange on 15.01.2014). Company is in the process of appointing one more Independent Director.
(B) Non-executive Directors' Compensation & disclosures	49 (IB)	Y	
(C) Other provisions as to Board and Committees	49 (IC)	Y	
(D) Code of Conduct	(49 (ID)	Y	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Y	
(B) Meeting of Audit Committee	49 (IIB)	Y	
(C) Powers of Audit Committee	49(IIC)	Y	
(D) Role of Audit Committee	49 II(D)	Y	
(E) Review of Information by Audit Committee	49 (IIE)	Y	
III. Subsidiary Companies	49 (III)	N.A.	There is no Subsidiary Company of LML Limited as on 31 st March, 2014.
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Y	
(B) Disclosure of Accounting Treatment	49 (IV B)	Y	All Accounting Standards are followed, except AS 2 – 'Valuation of Inventories'. The Company is in process of restructuring / revival of its business under the aegis of BIFR and has submitted the Draft Revival Scheme which, inter alia, includes the proposed product plan. The ascertainment of possible utilization of slow moving / non-moving items of Inventory will be undertaken upon finalization of the product plan and approval of the revival scheme.
(C) Board Disclosures - Risk Management	49 (IV C)	Y	
(D) Proceeds from public issues, rights issues, preferential issues etc	49 (IV D)	N.A.	No proceeds recd. In this quarter under reporting.
(E) Remuneration of Directors	49 (IV E)	N.A.	Will be complied with at the time of AGM/Annual Report.
(F) Management	49 (IV F)	N.A.	Will be complied with at the time of AGM/Annual Report.
(G) Shareholders	49 (IV G)	N.A.	Will be complied with at the time of AGM/Annual Report.
V. CEO/CFO Certification	49 (V)	Y	
VI. Report on Corporate Governance	49 (VI)	N.A.	Will be complied with at the time of AGM/Annual Report.
VII. Compliance	49 (VII)	N.A.	Will be complied with at the time of AGM/Annual Report.

