



LML LIMITED

LML

105, 3rd Floor
Sector 44
Gurgaon - 122003, India
Tel. : 91-124-4500500
Fax : 91-124-4500501

October 06, 2017

LML: SE: 2017-18

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
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sirs,

**Subject: Compliance Report on Corporate Governance for the
Quarter and Half Year Ended 30.09.2017**

Refer: (Scrip Code:- BSE: 500255, NSE: LML)

Pursuant to Regulation 27 (2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 01.12.2015, we are enclosing herewith a Compliance Report on Corporate Governance, for the Quarter and Half Year ended on 30th September 2017 in the prescribed format.

Kindly bring it to the notice of all concerned.

Thanking you,

Yours faithfully,
For LML LIMITED
(Under CIRP)

K C Agarwal
Senior President (Commercial) &
Company Secretary

Encl.: As above

General information about company	
Scrip code	500255
Name of the entity	LML LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Half Yearly
Date of Report	30-09-2017
Risk management committee	Not Applicable



Annexure I	
Annexure I to be submitted by listed entity on quarterly basis	
I. Composition of Board of Directors	
Disclosure of notes on composition of board of directors explanatory	
Is there any change in information of board of directors compare to previous quarter	No



Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No



Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	19-05-2017		
2		14-09-2017	117



Text Block	
Textual Information(1)	<p>Company made reference to the National Company Law Tribunal (NCLT) under Insolvency & Bankruptcy Code 2016 (IBC) and is now under Corporate Insolvency Resolution Process (CIRP) w.e.f. 30.05.2017, Mr. Anil Goel, has been appointed as Resolution Professional in the matter of LML Limited, Regn. No. IBBI/PA-001/IP-P00118/2017-18/10253.</p> <p>Pursuant to the provision of Section 17(1)(b) of IBC, the powers of the Board of Directors of the Company shall stand suspended and be exercised by the Resolution Professional during the Insolvency Resolution Process, and the Resolution Professional so appointed shall have the powers to govern the proceedings and affairs of the Company.</p> <p>therefore, No Board Meeting was held during the Quarter ended 30.06.2017.</p> <p>However, a meeting with RP and other officials was held on 14.09.2017 for the approval of the June Quarter Financial Result of the Company.</p>



Annexure 1							Name of other committee
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory						Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	
1	Audit Committee	14-09-2017	Yes	No Audit committee meeting was held during the quarter because company is under CIRP Process	19-05-2017	117	



Text Block	
Textual Information(1)	<p>Company made reference to the National Company Law Tribunal (NCLT) under Insolvency & Bankruptcy Code 2016 (IBC) and is now under Corporate Insolvency Resolution Process (CIRP) w.e.f. 30.05.2017, Mr. Anil Goel, has been appointed as Resolution Professional in the matter of LML Limited, Regn. No. IBBI/PA-001/IP-P00118/2017-18/10253.</p> <p>Pursuant to the provision of Section 17(1)(b) of IBC, the powers of the Board of Directors of the Company shall stand suspended and be exercised by the Resolution Professional during the Insolvency Resolution Process, and the Resolution Professional so appointed shall have the powers to govern the proceedings and affairs of the Company.</p> <p>therefore, No Committee Meeting was held during the Quarter ended 30.06.2017.</p>



Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	



Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	No
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)



Text Block	
Textual Information(1)	<p>The Corporate Governance Report for the Previous Quarter was not placed before Board because Pursuant to the provision of Section 17(1)(b) of IBC, the powers of the Board of Directors of the Company shall stand suspended and be exercised by the Resolution Professional during the Corporate Insolvency Resolution Process.</p> <p>No Meeting of BOD was held in the previous quarter</p>



Annexure III				
Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year				
I. Affirmations				
Sr	Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	No	Extension of 3 months has been granted by the ROC, Kanpur for conducting the 41st Annual General Meeting of the Company
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA	
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA	



Signatory Details	
Name of signatory	K C Agarwal
Designation of person	Company Secretary
Place	Gurgaon
Date	06-10-2017



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