



Ref. No.

SCRUTINIZER'S REPORT - COMBINED

Date

To,
The Chairman of 38th Annual General Meeting of the Equity Shareholders of
LML Limited held on 23rd September, 2014 at
C-10, Panki Industrial Estate, Site-II, Kanpur – 208 022 (U.P.)

Dear Sir,

1. I, Dharmendra Srivastava (FCA 77529), have been appointed as Scrutinizer by
 - i. the Board of Directors of the Company for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s);
 - ii. the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s).
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and poll, on the resolutions contained in the Notice of 38th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and poll at the AGM is restricted to presenting a Scrutinizer's report of the votes cast in favour or against the resolutions stated above, based on the reports generated from the e-voting system provided by the Karvy Computershare Pvt. Ltd., the authorized agency engaged by the Company and the poll conducted by me.
3. I have issued separate Scrutinizer's Report dated 22.09.2014 on the e-voting and separate Scrutinizer's Report dated 24.09.2014 on the poll, on the resolution contained in the Notice to the AGM. As requested by the Management, I submit herewith my combined report on the results of e-voting together with the poll as under:-

Item No. in the Notice	Total no. of persons voted/ shares	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		No. of persons voted/ shares	% of total no. of valid votes cast	No. of persons voted/ shares	% of total no. of valid votes cast	
Item No.1 Ordinary Resolution for adoption of Financial Statements for the financial year 2013-14	75/ 21791752 shares	72/ 21785852 shares	99.97%	3/ 5900 shares	0.03%	NIL






DHARMENDRA SRIVASTAVA & ASSOCIATES

Office : 13/392, (I) Civil Lines, Kanpur - 208 001

E-mail : dharmendrac@rediffmail.com

dharmendrac2009@gmail.com

(O) 0512-2530210 (M) 9839037675, 9956408794

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Item No. in the Notice	Total no. of persons voted/ shares	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		No. of persons voted/ shares	% of total no. of valid votes cast	No. of persons voted/ shares	% of total no. of valid votes cast	
Item No.2 Ordinary Resolution for re-appointment of Mr. Lalit Kumar Singhania (DIN:00014318) as a director	75/ 21791752 shares	70/ 21770802 shares	99.90%	5/ 20950 shares	0.10%	NIL
Item No.3 Ordinary Resolution for re-appointment of Mr. Sanjeev Shriya (DIN:00014402) as a director	75/ 21791752 shares	70/ 21770802 shares	99.90%	5/ 20950 shares	0.10%	NIL
Item No.4 Ordinary Resolution for appointment of M/s Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W) for 3yrs & M/s. Parikh & Jain, Chartered Accountants, (Firm Registration No. 001105C) for 2 yrs as Joint Statutory Auditors of the Company	75/ 21791752 shares	71*/ 21767352 shares	99.89%	5*/ 24400 shares	0.11%	NIL
Item No.5 Special Resolution for re-appointment of Mr. Deepak Kumar Singhania (DIN:00012037) as Chairman & Managing Director of the Company	75/ 21791752 shares	71*/ 21782552 shares	99.96%	5*/ 9200 shares	0.04%	NIL
Item No.6 Special Resolution for re-appointment of Mr. Anurag Kumar Singhania (DIN:00080925) as Whole-Time Director of the Company	75/ 21791752 shares	70*/ 21767552 shares	99.89%	6*/ 24200 shares	0.11%	NIL

JK Joshi



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Item No.7 Special Resolution for re-appointment of Mr. Ram Kumar Srivastava (DIN:00763948) as Whole-Time Director of the Company	75/ 21791752 shares	70*/ 21767552 shares	99.89%	6*/ 24200 shares	0.11%	NIL
Item No.8 Special Resolution for appointment of Mr. Satinder Kumar Aggarwal (DIN:00014489) as an Independent Director of the Company	75/ 21791752 shares	70*/ 21767552 shares	99.89%	6*/ 24200 shares	0.11%	NIL
Item No.9 Special Resolution for appointment of Mr. Shiromani Sharma (DIN:00014619) as an Independent Director of the Company	75/ 21791752 shares	71*/ 21782552 shares	99.96%	5*/ 9200 shares	0.04%	NIL
Item No.10 Special Resolution for appointment of Mr. Vivek Kumar Agnihotri (DIN:06585035) as an Independent Director of the Company	75/ 21791752 shares	71*/ 21782552 shares	99.96%	5*/ 9200 shares	0.04%	NIL
Item No.11 Special Resolution for appointment of Mr. Rajendra Kumar Jain (DIN:03497362) as an Independent Director of the Company	75/ 21791752 shares	70*/ 21767552 shares	99.89%	6*/ 24200 shares	0.11%	NIL



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Item No.12 Special Resolution to authorize the Board of Directors to take on lease certain plant, machinery and equipments owned by VCCL Ltd. for a period of 11 months from 14 th January, 2015.	75/ 21791752 shares	72/ 21785852 shares	99.97%	3/ 5900 shares	0.03%	NIL

* In item No. 4, 5, 6, 7, 8, 9, 10 & 11, one shareholder had cast his vote both 'in favour' and 'against' the respective resolutions.

Place: Kanpur

Date: 24.09.2014

Dharmendra Srivastava
24/9/2014

Dharmendra Srivastava

(FCA 77529)

M/s Dharmendra Srivastava & Associates

Chartered Accountants

(FRN 009796-C)

For LML LIMITED

Deepak Singhania
DEEPAK SINGHANIA
Chairman & Managing Director