ISO 9001 COMPANY

LIVE THE FUTURE

FEDDERS LLOYD CORPORATION LTD.

159, Okhla Industrial Estate, Phase - III, New Delhi-110 020 (INDIA)
Phone : +91-11-40627200, 40627300 Fax : +91-11-41609909

11th June, 2012

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Maharashtra

BSE Code: 500139
Fax No: 022 2272 2039

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051, Maharashtra
NSE Code: FEDDERLOYD
Fax No: 022 2659 8237 / 38

Subject- Minutes of the announcement of result of the Postal Ballot process.

Dear Sir/Madam

Please find attached herewith minutes of the announcement of result of the Postal Ballot process on 11th May, 2012 regarding approval of shareholders under Section 293(1) (a) of the Companies Act, 1956 to strategically assign all Intangible, Rights, Title and Interest in 'LLOYD' Blue Logo and Distribution Network pertaining to Consumer Durable Products including Other HVAC Products to M/s. Lloyd Electric and Engineering Limited.

This is for your information & records please.

Thanking You.

For Fedders Lloyd Corporation Limited

Purnima Sharma
Company Secretary

MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT PROCESS ON MAY 11, 2012 AT 11 AM AT THE REGISTERED OFFICE OF THE COMPANY AT C-4 PHASE –II NOIDA, DISTT. GAUTAM BUDH NAGAR, UTTAR PRADESH 201305

The Postal Ballot Notice dated March 29, 2012 was dispatched to the shareholders of the Company on April 10, 2012 for seeking consent of the shareholders for passing the following resolution as ordinary resolution:

"To seek approval of shareholders under Section 293(1)(a) of the Companies Act, 1956 to strategically assign all Intangible , Rights, Title and Interest in 'LLOYD' Blue Logo and Distribution Network pertaining to Consumer Durable Products including Other HVAC Products to M/s. Lloyd Electric and Engineering Limited".

The Board of Directors had appointed Mr. Sanjay Chugh, a Practicing Company Secretary as a scrutinizer to receive and scrutinize the Ballot forms received from members and for conducting the Postal Ballot Process in a fair and transparent manner. The Shareholders were requested to return the Postal Ballot Forms duly completed along with assent or dissent so as to reach the scrutinizer on or before May 10, 2012.

After due scrutiny of all the Postal Ballot Forms received by Mr. Sanjay Chugh up to the close of working hours on May 10, 2012 (being the last date fixed for return of the Postal Ballot forms duly filled in by the members), Mr. Sanjay Chugh submitted his report on May 10, 2012 giving his scrutiny as follows:

S No.	Particulars	Resolution under Section 293 (1)(a) of the Companies Act, 1956
1.	Number of valid postal ballot forms received	20
2.	Votes in favour of the Resolution	1,77,60,820
3.	Votes against the Resolution	Nil
4.	Number of invalid postal ballot forms received	Nil
5.	Number of valid postal ballot forms received	20

Accordingly, the Chairman declared the following resolution passed as ordinary resolutions by voting through the Postal Ballot Process:

To seek approval of shareholders under Section 293(1)(a) of the Companies Act, 1956 to strategically assign all Intangible , Rights, Title and Interest in 'LLOYD' Blue Logo and Distribution Network pertaining to Consumer Durable Products including Other HVAC Products to M/s. Lloyd Electric and Engineering Limited

CHAIRMAN'S INITIALS

For Fedders Lloyd Corporation Ltd.

Company Secretary

"**RESOLVED THAT** pursuant to the provisions of Section 293(1)(a) and all other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such approvals/sanctions/permissions as may be required, and such modifications and conditions, if any, as any authority may impose while according such approval(s), which the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any of its duly constituted Committee thereof) is hereby authorized to accept; consent be and is hereby accorded to the Company to assign all Intangible Rights, Title and Interest in 'LLOYD' Blue Logo and Distribution Network pertaining to Consumer Durable Products including other HVAC Products to M/s Lloyd Electric and Engineering Limited, the Company incorporated under the provisions of the Companies Act, 1956; having its Registered Office at A-146, (B&C), RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan – 301019 (hereinafter referred to as the Assignee Company) w.e.f. September 08, 2011 at the total consideration of Rs. 13,87,20,000/- (Rupees Thirteen Crores Eighty Seven Lacs Twenty Thousand only) based on the independent valuation by Ernst & Young Private Limited and on such terms and conditions as may be deemed appropriate by the Board in the best interest of the Company.

RESOLVED FURTHER THAT the Assignee Company shall use or cause to be used or manufacture, trade or deal in 'LLOYD' Blue Logo with respect to aforesaid authorized Products and for any other goods, services or businesses in the manner as may be approved by the Board/Committee of Board of Directors of the Company and that the Assignee Company would preserve the strength and standing of the said 'LLOYD' Blue Logo.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee of Board of Directors of the Company be and is hereby authorized to finalise, settle and execute all such documents, deeds, papers, agreements as may be required, to settle any question, difficulty or doubt that may arise in this regard and to nominate/authorise one or more officials who shall be authorised from time to time to take all such steps that may be required to give effect to this resolution."

Date: 01/06/2012
Place: New Delhi

Chairman

CERTIFIED TRUE COPY

For Fedders Lloyd Corporation Ltd.

Company Secretary

CHAIRMAN'S INITIALS