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

April 10, 2012

Listing Department
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Scrip Code: 500139

Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

NSE Symbol: FEDDERLOYD

Sub: Notice of Postal Ballot

Dear Sir,

The Company has informed to the Stock Exchange vide letter dated March 29, 2012 that the Company will conduct Postal Ballot 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. Accordingly, copy of Notice of Postal Ballot sent to the Shareholders of the Company is enclosed herewith for your reference and records.

You are requested to kindly take the aforesaid on records and oblige.

Thanking you
Yours truly,
For **Fedders Lloyd Corporation Limited**

Purnima Sharma
Company Secretary

Enclosure: as above

FEDDERS LLOYD CORPORATION LIMITED

LIVE THE FUTURE

Regd. Office: C - 4, Phase – II, NOIDA, Distt. Gautam Budh Nagar, Uttar Pradesh- 201 305

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Members,

NOTICE is hereby given to the members of Fedders Lloyd Corporation Limited ("the Company") that the resolution appended below is proposed to be passed as an Ordinary Resolution by way of Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011. The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

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:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"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 other 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."

By order of the Board of Directors
For Fedders Lloyd Corporation Limited

Date : March 29, 2012
Place : New Delhi

Purnima Sharma
Company Secretary

Notes:

1. An Explanatory Statement setting out all material facts as required under Section 173(2) of the Companies Act, 1956 is annexed herewith.
2. A Postal Ballot Form and a self addressed postage pre-paid envelope are enclosed herewith to enable the members to exercise their voting rights.
3. The Board of Directors has appointed Mr. Sanjay Chugh, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. The Notice is being sent under certificate of posting to all the Members, whose names appear on the register of members as on March 23, 2012.
5. The Shareholders are requested to carefully read the instructions printed in the attached Postal Ballot Form and return the Form, duly signed and completed in all respects, in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the scrutinizer on or before the close of working hours on Thursday, May 10, 2012. Any Postal Ballot Form received after this date shall not be considered.

For Fedders Lloyd Corporation Ltd.

CERTIFIED TRUE COPY

Company Secretary

6. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny on Thursday, May 10, 2012.

7. The result of the Postal Ballot will be announced by the Chairman or any other Director at 11.00 A.M. on Friday, May 11, 2012, at the Registered Office of the Company and the same shall be informed to the Stock Exchanges, hosted on the Company's website – www.feddersIloyd.com and published in the newspapers.

8. The Resolution mentioned above being the Ordinary Resolution shall be declared as passed if the number of votes cast in its favour exceeds the votes, if any, against the said resolution.

9. A resolution passed by Members through Postal Ballot are deemed to have been passed at a General Meeting of members.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Members are aware that your Company has successfully established and is further strengthening its business operations for turnkey projects in the areas of Infrastructure, Energy Sector and Environmental Control Systems for Industrial and Customized applications. Fedders Lloyd Corporation Limited has 'LLOYD' Blue Logo as its business logo/mark which is registered under the provisions of the Trade Marks Act, 1999 and Lloyd Electric and Engineering Limited also has 'LLOYD' as its Trade Mark registered under the Trade Marks Act, 1999. Considering various aspects and strategic viewpoint to put greater focus on the business of executing turnkey projects in the areas of Infrastructure, Energy Sector and Environmental Control Systems for Industrial and Customized applications and distinguishing itself from the retail business of Consumer Durable Products, the Board of Directors in their meeting held on September 08, 2011, subject to the approval of shareholders, has approved to assign the Intangible Rights, Title and Interest in the 'LLOYD' Blue Logo and Distribution Network pertaining to Consumer Durable Products including other HVAC Products to M/s Lloyd Electric and Engineering Limited w.e.f. September 08, 2011 at the consideration based on the independent valuation by the reputed External Agency; for this purpose M/s Ernst & Young Private Limited, were engaged by the Company. M/s Ernst & Young Private Limited have valued the said assignment at the total consideration of Rs. 13,87,20,000/- (Rupees Thirteen Crores Eighty Seven Lacs Twenty Thousand only) which was considered and approved by the Committee of Board of Directors in their meeting held on March 29, 2012. Accordingly, consent of the shareholders is sought by way of an Ordinary Resolution through Postal Ballot as per the appended Notice to assign all the Intangible Rights, Title and Interest in the 'LLOYD' Blue Logo and Distribution Network pertaining to Consumer Durable Products including other HVAC Products to M/s Lloyd Electric and Engineering Limited w.e.f. September 08, 2011 at a total consideration of Rs. 13,87,20,000/- (Rupees Thirteen Crores Eighty Seven Lacs Twenty Thousand only). The said assignment shall be taking place in such manner that your Company shall retain its rights, title and interest in the said 'LLOYD' Blue Logo in respect of all other goods/business and services including of allied/cognate nature whether present or prospective along with its goodwill and reputation except for the assigned products. This strategic move of the Company will strengthen its Corporate Image in the Industry and will enhance Shareholders' value.

Though the aforesaid matter does not strictly require to follow the provisions of Section 293(1)(a) of the Companies Act, 1956; however, as a prudent corporate practice, it is proposed to follow the provisions of Section 293(1)(a) of the Companies Act, 1956 and seek approval of shareholders by way of an Ordinary Resolution through Postal Ballot.

Mr. Brij Raj Punj, being promoter director of Fedders Lloyd Corporation Limited and Lloyd Electric and Engineering Limited, and Mr. Krishan Lall and Mr. Surjit Krishan Sharma, holding directorships in both these Companies may be deemed to be concerned or interested in the proposed resolution. None of the other directors of the Company are interested or concerned in the proposed resolution.

Members are requested to exercise their vote. Your directors recommend the passing of the resolution.

By order of the Board of Directors
For Fedders Lloyd Corporation Limited

Date : March 29, 2012
Place : New Delhi

Purnima Sharma
Company Secretary

Enclosures : 1. Postal Ballot Form
2. Postage Prepaid Envelope

CERTIFIED TRUE COPY

For Fedders Lloyd Corporation Ltd.

Company Secretary

FEDDERS LLOYD CORPORATION LIMITED

LIVE THE FUTURE

Regd. Office: C - 4, Phase – II, NOIDA, Distt. Gautam Budh Nagar, Uttar Pradesh- 201 305

POSTAL BALLOT FORM

Sr. No.

1. Name(s) of the Shareholder(s) /Beneficial Owner(s) (In BLOCK LETTERS) (Including Joint Holders, if any)
2. Registered address of the Sole/First named Shareholder
3. Registered Folio No./ DP ID No./ Client ID No.* (*Applicable to members holding shares in dematerialized form)
4. Number of shares held
5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice dated March 29, 2012 of the Company by conveying my/our assent (in favour of) or dissent (against) to the said resolution by placing the tick (✓) mark in the appropriate box below

Sl. No.	Description	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	To approve as an ordinary resolution 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			

CERTIFIED TRUE COPY
For Fedders Lloyd Corporation Ltd.

Place:

Date:

Signature of the Member
(Refer instructions no. 3 & 4 given overleaf)

Company Secretary

Note: Please read the instruction carefully before completing the Ballot Form

INSTRUCTIONS

1. A member desiring to exercise his vote by Postal Ballot shall complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing Postal Ballots Form, if deposited in person or sent by courier/speed post at the expense of the members will also be accepted.

2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

3. This Postal Ballot Form should be completed and signed by the member. Unsigned Postal Ballot Forms will be rejected. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/RTA in respect of the shares in physical form or furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form) by the first named member and in his absence, by the next member.

4. Where the Postal Ballot Form has been signed by an authorized representative of a Body Corporate/Trust/Co-operative Society/other entity, a certified copy of the relevant authorization/resolution of the Board of Directors or governing body, as the case may be, to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney Should be attached to the Postal Ballot Form.

5. Votes should be cast either in favour or against by putting a tick (✓) mark in the column provided for assent or dissent in the Postal Ballot Form. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot invalid. A shareholder need not use all his votes nor needs him to cast all his votes in the same way.

6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours at 5.30 P.M. on May 10, 2012. Any Postal Ballot Form received after this date will be treated as if the reply from the member has not been received.

7. In-complete, un-signed or in-correctly ticked Postal Ballots will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding on all.

8. A Shareholder may request for 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 specified above, i.e., May 10, 2012.

9. Voting Rights shall be reckoned on the paid up value of shares registered in the name of the member on the cut-off date, i.e. March 23, 2012.

10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

11. The result of the Postal Ballot will be announced by the Chairman or any other Director at 11.00 A.M. on Friday, May 11, 2012, at the Registered Office of the Company and the same shall be informed to the Stock Exchanges, hosted on the Company's website – www.feddersIloyd.com and published in the newspapers.

CERTIFIED TRUE COPY
For Fedders Lloyd Corporation Ltd.

Company Secretary