ISO 9001 COMPANY

LIVE AT CLIENT'S

LLOYD ELECTRIC & ENGINEERING LIMITED

159, Okhla Industrial Estate, Phase - III, New Delhi-110 020 (INDIA)
Phone : +91-11-40627200, 40627300 Fax : +91-11-41609909
Website : www.lloydengg.com
CIN : L29120RJ1987PLC012841

August 26, 2016

The Manager, Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Fax No.:022-26598237 / 38
NSE Symbol : LLOYDELENG

The Manager, Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No.:022–22721919, 3121
BSE Scrip Code: 517518

Dear Sir,

Reg. Declaration of Voting Results of 29th Annual General Meeting (AGM) held on 26.08.2016 alongwith proceedings of the AGM.

This is with reference to the 29th AGM of the Company held today on 26th August, 2016 at 09:30 am at Registered Office of the Company.

The Company had in pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations"), provided e-voting facility to the members to cast their votes electronically on the resolution set forth in the Notice convening AGM. The e-voting was open from 23rd August, 2016 (09:00 AM) to 25th August, 2016 (05:00 PM). The voting was conducted by means of poll for the members present in the AGM.

Mr. Sanjay Chugh, Practicing Company Secretary was appointed as Scrutinizer for conducting the e-voting & poll in the AGM and submitted his consolidated report today.

Based on the Report of the Scrutinizer, all the Resolutions as set out in the Notice of AGM has been duly approved by the Shareholders with requisite majority.

The Proceedings of AGM in pursuance of Regulation 30 of the Listing Regulations and voting results in pursuance of Regulation 44(3) of the Listing Regulations alongwith Consolidated Report are enclosed herewith for your information and record please.

Thanking you,
Sincerely yours,
For Lloyd Electric & Engineering Limited

Lloyd Electric & Engineering Limited Company Secretary

Anita K. Sharma
Company Secretary
Encl. As Above.

CC: 1. National Securities Depository Limited.
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013.

ISO 9001 COMPANY

LIVE THE FUTURE

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Proceedings of the Twenty Ninth Annual General Meeting of Lloyd Electric & Engineering Ltd. held on Friday, the 26th day of August, 2016 at 09: 30 AM at the Registered Office of the Company at A-146 (B&C), RIICO Industrial Area, Bhiwadi, District Alwar, Rajasthan-301019.

Present:
The following Directors and Officer of the Company were present:

1. Mr. Brij Raj Punj, Chairman & Managing Director
2. Mr. Bharat Raj Punj, Deputy Managing Director
2. A.V.M. Surjit Krishan Sharma (retd.), Independent Director and Chairman-Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee
3. Mr. Achin Kumar Roy, Wholetime Director
4. Mr. Mukat Behari Sharma, Wholetime Director & CFO of the Company
5. Ms. Anita K. Sharma, Company Secretary

Special Invitee:
Mr. Sanjay Chugh Secretarial Auditor

35 Members were present in person. No Proxy was received by the Company

The Meeting started at 09:30 A.M. with the opening remarks by Ms. Anita K. Sharma, Company Secretary.

Before the start of the meeting, Ms. Anita K. Sharma, Company Secretary ascertained the quorum and informed to the Chairman that the requisite quorum is present in the meeting. She further introduced the members of the esteem team of Board of Directors to the shareholders.

Thereafter, Mr. Brij Raj Punj, took the chair and called the meeting in order and commenced the proceeding and informed the members present that the statutory registers were open for inspection at the place of the meeting. He further informed that Mr. Nipun Singhal, Whole Time Director, Mr. Ajay Dogra, Mr. Ramesh Kumar Vasudeva, Dr. Geeta Ajit Tekchand and Ms. Deepti Sahai, Independent Directors of the Company could not attend the meeting due to prior commitments.

He further informed that Statutory Auditor of the Company M/s. Suresh C. Mathur & Co. also could not attend the meeting due to pre-occupation and therefore, upon request, the Company has exempted them from attending the Annual General Meeting. Mr. Sanjay Chugh, Secretarial Auditor of the Company was present in the Meeting.

Thereafter, the Chairman delivered the speech in which he highlighted the performance of the Company during the Financial Year 2015-16 and future outlook.

Lloyd Electric & Engineering Limited ★ Company Secretary

He concluded his speech by acknowledging the sincere efforts and continued support of the stakeholders of the Company.

The Chairman informed the members that there were no adverse remarks or qualification reported by Statutory Auditors and Secretarial Auditors of the Company in their respective reports.

The Chairman then asked the Company Secretary to read the Notice convening the Meeting and the Auditors' Report. The Notice having been circulated in advance was treated as read with the consent of the members present. The Auditors' Report was read by the Company Secretary.

Thereafter, the Chairman stated that the Company has provided the remote e-voting facility to its Shareholders who were members as on the cut-off date viz. August 20, 2016 for casting their votes in respect of the Ordinary and Special Businesses as set out in the Notice convening the meeting. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the remote e-voting facility. He informed that the remote e-voting has commenced at 9.00 am on 23rd August, 2016 and ended at 5.00 pm on 25th August, 2016.

He apprised the members that since the Company has provided the facility of remote e-voting to the shareholders, there will be no voting by show of hands at the Annual General Meeting and voting will be conducted by means of poll on principle of one-share one-vote. The voting rights of the members shall be in proportion to their shares in the equity capital of the Company, as on the cut-off date.

The Chairman informed that Mr. Sanjay Chugh, Practicing Company Secretary was appointed as the scrutinizer by the Board for scrutinizing the remote e-voting process as well as the poll process.

He apprised to the members present that shareholders who were shareholders of the Company as on cut-off date and who had not opted to vote on the resolutions through remote e-voting were eligible to exercise their vote through the Ballot paper. Further, the shareholders who had voted through e-voting mechanism would not be able to vote in the meeting again and their earlier vote shall be considered as final.

The Chairman initiated the polling process for the shareholders present at the meeting who were members as on cut-off date and who were not been able to cast their votes through remote e-voting. Polling paper/ballot forms were made available to the members at the Meeting.

He then requested Mr. Sanjay Chugh, Practicing Company Secretary, to conduct the poll. Mr. Sanjay Chugh, Practicing Company Secretary distributed the polling papers, showed empty polling box to the members, locked and sealed the empty polling box in the presence of the members.

Thereafter following resolutions were carried on and put to vote separately and the voting was conducted by means of poll:

As Ordinary Business:

1. Adoption of standalone and consolidated financial statements for the Financial Year ended March 31, 2016-as an Ordinary Resolution
2. Declaration of Dividend-as an Ordinary Resolution
3. Reappointment of Mr. Bharat Raj Punj (DIN: 01432035) as Director-as an Ordinary Resolution

Lloyd Electric & Engineering Limited ★ Company Secretary

4. Ratification of appointment of M/s Suresh C. Mathur & Co., Chartered Accountants (Firm Regn.No.:000891N), as Statutory Auditors of the Company and fixation of remuneration-as an Ordinary Resolution

As Special Business:

5. Re-designation of Mr. Bharat Raj Punj (DIN: 01432035) as Deputy Managing Director -as an Ordinary Resolution
6. Appointment of Ms. Deepti Sahai (DIN:07529738) as a Non Executive Independent Director-as an Ordinary Resolution-as an Ordinary Resolution
7. Re-appointment of Mr. Achin Kumar Roy (DIN: 01475456) as Whole-time Director for a period of 2 years w.e.f. April 28, 2016 -as an Ordinary Resolution
8. Ratification of Remuneration of Cost Auditor for the financial year 2016-17 -as an Ordinary Resolution.

The members present exercised their vote through Ballot Paper. After ensuring that all members participating in the Poll had casted their votes, the scrutinizer closed the Poll at around 09:45 a.m. and thereafter took the custody of the Polling box.

The Chairman informed the members that the consolidated results of remote e-voting and poll will be declared on or before August 27, 2016 at the Registered Office and Corporate Office of the Company and the same would also be uploaded on the Company's website.

Vote of thanks

There being no other business to transact, the meeting concluded with a vote of thanks by Ms. Anita K. Sharma, Company Secretary of the Company to the Chairman, directors, members and executives present in the meeting. The meeting ended at 9:55 am.

Result of Remote E-voting & Poll:

As per the consolidated report dated August 26, 2016 submitted by Scrutinizer on remote e-voting and polling process, the Resolutions set out in the Notice of the 29th Annual General Meeting were carried out and passed by the shareholders with requisite majority.

For Lloyd Electric and Engineering Ltd.

Anita K. Sharma
Company Secretary

Sanjay Chugh
B Com (H), F.C.S.
Company Secretary

317, Vardhman Plaza –I,
J Block Commercial Complex,
Rajouri Garden,
New Delhi-110 027
9810770237 (M), 011-41443668

SCRUTINIZER'S REPORT

Date: 26.08.2016

The Chairman of the 29th Annual General Meeting of
Lloyd Electric & Engineering Ltd.
A-146, B & C,
RIICO Industrial-Area, Bhiwadi,
Alwar, Rajasthan-301019

Dear Sir,

Sub: **Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

1. I, Sanjay Chugh, Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to scrutinize the electronic voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out for the below mentioned resolutions as set out in the Notice dated 30th May, 2016 to be passed at 29th Annual General Meeting of Lloyd Electric & Engineering Limited.

2. As required under Section 101 and 108 of the Act, Notice dated 30th May 2016 along with Explanatory Statement under Section 102 of the Act was sent to the shareholders in respect of the 29th Annual General Meeting of the Company. The shareholders holding shares as on the cut-off date (record date) i.e. Saturday, August 20, 2016 were entitled to vote on the proposed resolutions on Item No.1 to 8 as set out in the notice of the Annual General Meeting of the Company.

3. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by shareholders of the Company. The remote e-voting period commenced on Tuesday, August 23, 2016 at 9.00 a.m. and ended on Thursday, August 25, 2016 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter.

4. The Ballot voting at the venue of the Annual General Meeting held on August 26, 2016 was conducted at the venue of the AGM, A-146 (B & C), RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan-301019.

5. The votes were unblocked on August 26, 2016 after the AGM in the presence of two witnesses who are not in the employment of the Company.

6. I have scrutinized and reviewed the voting through electronic means and poll through ballot papers tendered at A-146 (B & C), RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan-301019 and maintained register in which necessary entries have been made in accordance with the above rules.

SANJAY CHUGH ★ C.P. No. 3073 ★ COMPANY SECRETARY

I now submit my Report as under on the result of the voting through electronic means (remote e-voting as well as ballot paper voting at the venue of the Annual General Meeting) as under:

Consolidated Results of E-Voting & Poll held at the Annual General Meeting

Item No. 1 -Adoption of Standalone and Consolidated Financial Statements for the year ended March 31, 2016-Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	4	70	74	390307	19857409	20247716	100.00%
Dissent	0	0	0	0	0	0	0.00%
Total	4	70	74	390307	19857409	20247716	100.00%

Accordingly, out of 20247716, E- Votes and Poll Polled; 20247716 Votes were cast **ASSENTING** to the ordinary Resolution constituting 100.00 % of the votes polled; 0 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.00.% of the votes polled on the **Ordinary Resolution**.

Thus, accordingly **Ordinary Resolution** as contained in Item No. 1 passed with requisite majority.

Item No. 2- Declaration of dividend-Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	4	67	71	390307	19782189	20172496	99.85%
Dissent	0	2	2	0	30220	30220	0.15%
Total	4	69	73	390307	19812409	20202716	100.00%

Accordingly, out of 20202716, E- Votes and Poll Polled; 20172496 Votes were cast **ASSENTING** to the ordinary Resolution constituting 99.85 % of the votes polled; 30220 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.15 % of the votes polled on the **Ordinary Resolution**.

Thus, accordingly **Ordinary Resolution** as contained in Item No. 2 passed with requisite majority.

Item No. 3- -Re-appointment of Mr. Bharat Raj Punj (DIN: 01432035) as a Director- Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	4	67	71	390307	19856854	20247161	99.99%
Dissent	0	2	2	0	520	520	0.01%
Total	4	69	73	390307	19857374	20247681	100.00%

Accordingly, out of 20247681, E- Votes and Poll Polled; 20247161 Votes were cast **ASSENTING** to the ordinary Resolution constituting 99.99 % of the votes polled; 520 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.01 % of the votes polled on the **Ordinary Resolution**.

SANJAY CHUGH ★ C.P. No. 3073 ★ COMPANY SECRETARY

Thus, accordingly **Ordinary Resolution** as contained in Item No. 3 passed with requisite majority.

Item No. 4- Ratification of appointment of M/s Suresh C Mathur & Co., Chartered Accountants (FRN 000891N) as Statutory Auditors of the Company and fixation of remuneration -Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	4	59	63	390307	18678759	19069066	94.18%
Dissent	0	10	10	0	1178590	1178590	5.82%
Total	4	69	73	390307	19857349	20247656	100.00%

Accordingly, out of 20247656 ,E- Votes and Poll Polled; 19069066 Votes were cast **ASSENTING** to the ordinary Resolution constituting 94.18 % of the votes polled; 1178590 Votes were cast **DISSENTING** to the ordinary Resolution constituting 5.82 % of the votes polled on the **Ordinary Resolution**.

Thus, accordingly **Ordinary Resolution** as contained in Item No. 4 passed unanimously.

Item No. 5- Re-designation of Mr. Bharat Raj Punj (DIN: 01432035) as Deputy Managing Director- Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	4	62	66	390307	19781644	20171951	99.63%
Dissent	0	6	6	0	75605	75605	0.37%
Total	4	68	72	390307	19857249	20247556	100.00%

Accordingly, out of 20247556, E- Votes and Poll Polled; 20171951 Votes were cast **ASSENTING** to the ordinary Resolution constituting 99.63 % of the votes polled; 75605 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.37 % of the votes polled on the **Ordinary Resolution**.

Thus, accordingly **Ordinary Resolution** as contained in Item No. 5 passed with requisite majority.

Item No. 6- Appointment of Ms. Deepti Sahai (DIN:07529738) as a Non Executive Independent Director - Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	4	65	69	390307	19856894	20247201	99.99%
Dissent	0	3	3	0	305	305	0.01%
Total	4	68	72	390307	19857199	20247506	100.00%

Accordingly, out of 20247506, E- Votes and Poll Polled; 20247201 Votes were cast **ASSENTING** to the ordinary Resolution constituting 99.99 % of the votes polled; 305 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.01 % of the votes polled on the **Ordinary Resolution**.

SANJAY CHUGH ★ C.P. No. 3073 ★ COMPANY SECRETARY

Thus, accordingly **Ordinary Resolution** as contained in Item No. 6 passed with requisite majority.

Item No.7- Re-appointment of Mr. Achin Kumar Roy (DIN: 01475456) as Wholetime Director for a period of 2 years w.e.f. April 28, 2016 -Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	4	66	70	390307	19856754	20247061	99.99%
Dissent	0	3	3	0	595	595	0.01%
Total	4	69	73	390307	19857349	20247656	100.00%

Accordingly, out of 20247656, E- Votes and Poll Polled; 20247061 Votes were cast **ASSENTING** to the ordinary Resolution constituting 99.99 % of the votes polled; 595 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.01 % of the votes polled on the **Ordinary Resolution**.

Item No.8- Ratification of Remuneration of Cost Auditor -Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	4	66	70	390307	19827029	20217336	99.85%
Dissent	0	3	3	0	30320	30320	0.15%
Total	4	69	73	390307	19857349	20247656	100.00%

Accordingly, out of 20247656, E- Votes and Poll Polled; 20217336 Votes were cast **ASSENTING** to the ordinary Resolution constituting 99.85 % of the votes polled; 30320 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.15 % of the votes polled on the **Ordinary Resolution**.

Thus, accordingly **Ordinary Resolution** as contained in Item No. 8 passed with requisite majority.

Based on the above resolutions mentioned at serial no. 1 to 8 have been passed with requisite majority.

The Register and all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Results of the above may accordingly be declared by the Chairman of the Company.

Thanking you,
Yours Sincerely

SANJAY CHUGH ★ C.P. No. 3073 ★ COMPANY SECRETARY

Sanjay Chugh
Company Secretary
C.P. 3073