ISO 9001 COMPANY

LIVE THE FUTURE

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

August 12, 2013

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

Scrip Code: 517518

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

NSE Symbol: LLOYDELENG

Sub: Clause 33 of the Listing Agreement

Dear Sir,

Pursuant to clause 33 of the Listing Agreement, please find enclosed herewith copy of the notice sent to the shareholders of the Company seeking their consent by way of Postal Ballot with regard to Special Resolution under Section 17 of the Companies Act, 1956 for alteration in main object clause of Memorandum of Association of the Company.

Kindly take the above information on record and oblige.

Thanking You,

Yours faithfully,
For Lloyd Electric and Engineering Ltd.

Anita K. Sharma
Company Secretary
Encl: a/a

LLOYD ELECTRIC & ENGINEERING LIMITED

LIVE THE FUTURE

Registered Office : A-146(B&C), RIICO Industrial Area, Distt.- Alwar, Bhiwadi, Rajasthan-301019

NOTICE OF POSTAL BALLOT

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

To

The Members,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules 2011 that the Company is seeking the consent of its members by way of postal ballot in respect of the special business with regard to the alteration in object clause of the Memorandum of Association of the Company.

Accordingly, the members are requested to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** by Postal Ballot:

1) **Amendment to the Object Clause of the Memorandum of Association of the Company**

"**RESOLVED THAT** in accordance with the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (including any modification(s) or re-enactment thereof, for the time being in force) and subject to approval, permissions and sanctions from appropriate authorities, if any, the main objects in the object clause III (A) of the Memorandum of Association be and is hereby altered by inserting the following sub-clauses 5 and 6 as new sub-clauses immediately after the sub-clause 4:

5. To carry on the business of manufacturers, importers, exporters, dealers, agents of all types of Heat Exchangers, Radiators, Oil coolers, transformers, stabilizers, dehumidifiers fans, motors, compressors, lights, geysers, boilers, dyers, Heat Transfer Equipments including Shell and Tube Heat Exchangers, Tube Bundles, Pressure Vessels, Air Cooled Heat Exchangers, recuperators (waste heat recovery equipment) or Industrial Radiators including designing and manufacture of the plate-fin type oil coolers, after coolers, mixed oil coolers, oil and gas compressors, air cooled heat exchangers, intercoolers, oil radiators, air cooled hydraulic devices and other products, mainly production of aluminum plate-fin heat exchangers made devices, large vehicles radiators, air compressor rear coolers, cooler wind power equipments, hydraulic oil radiators, radiator construction machineries and all types of related electrical equipments and appliances.

6. To carry on the business of buyers, sellers, manufacturers, designers, traders, wholesalers, retailers, suppliers, importers, exporters, storekeepers, stockiests, packers, movers, general merchants, brokers, distributors, marketing agents, sub agents, commission agents, dealers, C & F agents, representatives, franchisers, carriers, service providers and marketers of consumer products , industrial goods, electronic goods, electrical appliances, home appliances etc.

RESOLVED FURTHER THAT Mr. Brij Raj Punj, Chairman & Managing Director of the Company and/or Ms. Anita K. Sharma, Company Secretary be and is hereby severally authorized to do all such acts, deeds and things as may be considered necessary , desirable or expedient to give effect to this Resolution.

By order of the Board of Directors
For LLOYD ELECTRIC & ENGINEERING LIMITED

Date : July 27, 2013
Place : New Delhi

Anita K. Sharma
Company Secretary

Notes:

1) The Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 in respect of the above mentioned business setting out all the material facts is annexed hereto.

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 Notice is being sent under certificate of posting to all the Members, whose name appear in the register of members as on 2nd August, 2013.

4) The Board of Directors of the Company at their meeting held on 27th July, 2013 has appointed Mr. Sanjay Chugh, Practicing Company Secretary, 317, Vardhman Plaza, J Block, Rajouri Garden, New Delhi - 110027, as scrutinizer for conducting the postal ballot process in a fair and transparent manner. The self-addressed, postage pre-paid envelope attached to this notice bears the address to which duly completed postal ballot form is to be sent.

LLOYD ELECTRIC & ENGINEERING LIMITED

Registered Office : A-146(B&C), RIICO Industrial Area, Distt.- Alwar, Bhiwadi, Rajasthan-301019

LIVE THE FUTURE

POSTAL BALLOT FORM

(Please read the instructions carefully before completing the form) Sr. No.....

1. Name(s) of the Shareholder(s)
   (Including Joint Holders, if any)
   (in BLOCK LETTERS)

2. Registered address of the
   Sole/First named Shareholder

3. Registered Folio No.*/DP ID No.
   /Client ID No.**

4. Total number of shares held

5. I/We hereby exercise my/our vote in respect of the resolution set out in the Notice dated July 27, 2013 relating to the business stated therein, to be passed by means of Postal Ballot, by sending my/ our assent or dissent to the said Resolution by placing a tick(✓) mark at the appropriate box below:

Description	No. of shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Special Resolution under Section 17 of the Companies Act, 1956 for alteration in main object clause of Memorandum of Association.			

Place :
Date :

Signature of the Member

*Applicable to shareholder(s) holding shares in physical form

**Applicable to shareholder(s) holding shares in dematerialized form

PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HEREWITH

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF

Business Reply Article

Postage Will Be Paid By the Addressee

BR Permit No. NDS - 800
O.I.E. Post Office
New Delhi - 110 020

No postage necessary if posted in India

To,
Mr. Sanjay Chugh
Scrutinizer
C/o Lloyd Electric & Engineering Limited
159, Okhla Industrial Estate,
Phase - III, New Delhi - 110020

If undelivered, please return to:-

LLOYD ELECTRIC & ENGINEERING LIMITED

159, Okhla Industrial Estate, Phase III, New Delhi - 110 020 (INDIA)
Ph : 91-11-40627200-300 Fax : 91-11-41609909
E-mail : investor.relation@lloyde[illegible].com
Website : www.lloydengg.com