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

October 23, 2010

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-31 of Listing Agreement

Dear Sir,

Pursuant to Clause 31(d) of the Listing Agreement, please find enclosed herewith certified true copy of the proceedings of the 23rd Annual General Meeting of the Company held on Tuesday, 28th September 2010 at 9:30 A.M at the registered office of the Company at A-146, (B&C), RIICO Industrial Area, District Alwar, Bhiwadi, for your kind perusal and records.

Kindly take the enclosed information on record and oblige.

Thanking You,

Yours faithfully,
For Lloyd Electric and Engineering Ltd.

(Anita K. Sharma)
Company Secretary
Encl: a/a

Saraswati REGD.

MINUTES OF THE 23RD ANNUAL GENERAL MEETING OF M/S. LLOYD ELECTRIC & ENGINEERING LIMITED HELD ON TUESDAY, THE 28TH DAY OF SEPTEMBER 2010 AT 9:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT A-146, (B&C), RIICO INDUSTRIAL AREA, DISTRICT ALWAR, BHIWADI, RAJASTHAN

PRESENT:

1.	Mr. Brij Raj Punj	-	Chairman & Managing Director
2.	Mr. A.K. Roy	-	Whole Time Director
3.	Mr. Mukat B. Sharma	-	Whole Time Director
4.	Mr. K.Lall	-	Independent Director
5.	Ms. Anita K. Sharma	-	Company Secretary

18 members were present in person
6 members were present through proxy.

Mr. Brij Raj Punj, Chairman & Managing Director of the Company, presided and the quorum being present declared the meeting open and welcomed all the Shareholders present at the meeting and welcomed the persons sitting on the dice.

The Chairman's speech was already circulated to the members alongwith the notice.

The Chairman apprised the members that despite the challenging market conditions in 2009, the Company was able to produce respectable financial results and was further glad to inform the acquisition of 137 years old premium brand "Janka" of Janka Radotin a.s., manufacturer of Air Handling units in Prague, Czech Republic, thereby taking yet another step in achieving the goal of being a global player in HVAC (Heating, Ventilation & Air- conditioning) industry.

The Chairman conveyed his sincere thanks to all the employees and business partners for their support and dedicated contribution to the Company's performance, the colleagues on the Board for their wise counsel and guidance and to the customers and shareholders, for continuing confidence in the Company.

The Register of Directors' shareholdings was placed at the Meeting and was available for inspection.

With the consent of the Members present at the AGM, the Audited Annual Accounts, Auditors Report, Report on Corporate Governance and Directors' Report for the Financial year 2009-10 was taken as read.

Following resolutions were passed at the 23rd AGM by show of hands.

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED ACCOUNTS FOR THE FINANCIAL YEAR 2009-2010

Resolution No.1

Certified true copy
For LLOYD ELECTRIC & ENGINEERING LIMITED
Company Secretary

CHAIRMA
INITIAL

"**RESOLVED THAT** the Audited Balance Sheet as at March 31, 2010 and the Profit & Loss Account for the year ended 31st March, 2010 together with the Auditors' Report and Directors' Report be and are hereby approved, adopted and confirmed."

Before putting the resolution to vote, the Chairman invited Members to offer their observations and comments, if any, on the Accounts.

The Members in general congratulated the Chairman and his team for achieving improved performance for the year and hoped that under the leadership of the Chairman, the Company would improve its performance in all areas of its operations and enhance shareholder value in the years to come.

Thereupon, the said resolution put to vote by the Chairman was proposed by Mr. Javed Akhtar (DPID-Client ID / Folio no.16303) and was seconded by Mr. Mohan Singh Rawat (Client ID/ Folio No.IN3002011650942) as an Ordinary Resolution.

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

2. <u>DECLARATION OF DIVIDEND</u>

Ms. Samridhi Sabharwal (Client Folio no./ DP ID No.IN30120910114765) proposed and Mr. Varun Verma (Client Folio no./ DP ID No.IN30120910151294) seconded the following resolution as an Ordinary Resolution.

Resolution No. 2

"**RESOLVED THAT** a dividend of Re. 1 per equity share of Rs. 10/- each (i.e. @ 10%) for the year ended March 31, 2010 be and are hereby approved."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

3. <u>RE-APPOINTMENT OF MR. K. LALL, RETIRING DIRECTOR</u>

Mr. Shiv kumar sharma (Client Folio no./ DP ID No.IN30120910114626) proposed and Ms. Sumona Dey (Client Folio no./ DP ID No 16304) seconded the following resolution as an Ordinary Resolution.

Resolution No. 3

"**RESOLVED that**, pursuant to Section 256 of the Companies Act, 1956, Mr. K. Lall, who retires by rotation and, being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

4. <u>RE-APPOINTMENT OF MR. S.K. SHARMA, RETIRING DIRECTOR</u>

Ms. Purnima Sharma (Client Folio no./ DP ID No.16306) proposed and Mr. Javed Akhtar (Client Folio no./ DP ID No. 16303) seconded the following resolution as an Ordinary Resolution.

CHAIRMAN'S INITIALS

For LLOYD ELECTRIC & ENGINEERING LIMITED

Company Secretary

Saraswati REGD.

Resolution No. 4

"**RESOLVED that**, pursuant to Section 256 of the Companies Act, 1956, Mr. S.K. Sharma, who retires by rotation and, being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

5. RE-APPOINTMENT OF STATUTORY AUDITORS

Mr. Varun Verma (Client Folio no./ DP ID No. IN30120910151294) proposed and Mr. Ms. Sumona Dey (Client Folio no./ DP ID No. 16304) seconded the following resolution as an Ordinary Resolution.

Resolution No. 5

"**RESOLVED THAT** M/s. Suresh C. Mathur & Co., Chartered Accountants, the Statutory Auditors of the company, who retire at the conclusion of this meeting, be and are hereby re-appointed as Statutory Auditors of the Company for the Financial Year 2010-11, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed by the Board of Directors / Committee thereof, including out-of-pocket and traveling expenses."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

SPECIAL BUSINESS:

6. APPOINTMENT OF DR. GEETA AJIT TEKCHAND AS REGULAR DIRECTOR

Ms. Samridhi Sabharwal (Client Folio no./ DP ID No.IN30120910114765) proposed and Mr. Mohan Singh Rawat (Client Folio no./ DP ID No. IN3002011650942) seconded the following resolution as an Ordinary Resolution.

Resolution No. 6

"RESOLVED THAT pursuant to the provisions of section 260 of the Companies Act, 1956, and Articles of Association of the Company and other applicable provisions, if any, Dr. Geeta Ajit Tekchand, who was appointed as an Additional Director on 28th January, 2010 and whose term of office expires at this Annual General Meeting and in respect of whom, Company has received notice from a member under section 257 of the said Act proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company subject to retirement by rotation."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

7 APPOINTMENT OF MR. MUKAT BEHARI SHARMA AS WHOLE- TIME DIRECTOR

For LLOYD ELECTRIC & ENGINEERING LIMITED

Company Secretary

CHAIRMA INITIAL

Mr. Shiv kumar sharma (Client Folio no./ DP ID No.IN30120910114626) proposed and Mr. Pawan Joshi (Client Folio no./ DP ID No.IN30120910100295) seconded the following resolution as an Ordinary Resolution.

Resolution No. 7

"**RESOLVED THAT** in accordance with the provisions of Section 198, 269, 309, 311, 316, 317, Schedule XIII and any other provisions of the Companies Act, 1956 and any other provision of any Act, Law, Rules and regulations as may be applicable and subject to the approval of central Government, shareholders and other authorities wherever required and in consonance of Articles 114, 115 & 116 of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Appointment of Mr. Mukat Behari Sharma as Whole –Time Director of the Company for a period of 5 years with effect from 28th January 2010 on such terms and conditions including remuneration as stated in the Explanatory Statement annexed to the Notice convening this meeting with the authority to the Board to alter, vary, modify, change, substitute and/or revise all or any of the terms and conditions of remuneration in accordance with law from time to time in force as may be desirable or necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

8. <u>ENHANCEMENT IN REMUNERATION OF MR. BRIJ RAJ PUNJ, MANAGING DIRECTOR</u>

Before putting the resolution to vote, Mr. Brij Raj Punj vacated the chair and Mr. A. K. Roy, Whole Time Director took the chair.

Ms. Purnima Sharma (Client Folio no./ DP ID No.16306) proposed and Mr. Javed Akhtar (Client Folio no./ DP ID No. 16303) seconded the following resolution as an Ordinary Resolution.

Resolution No. 8

"**RESOLVED THAT** subject to the consents and permissions, if any, as may be necessary the consent of the Company be and is hereby accorded in accordance with the provisions of Section 198, 269, 309, 311, 316, 317, Schedule XIII and other applicable statutory provisions of the Companies Act, 1956, to enhancement of remuneration and benefits and amenities paid/ payable/ enjoyed to/ by **Shri Brij Raj Punj,** the Managing Director of the Company with effect from 1st October 2010 as detailed in the explanatory statement annexed to the Notice convening this meeting."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Remuneration Committee constituted by the Board) be and is hereby authorized to revise and/ or re-fix the said remuneration and/ or benefits and

CHAIRMAN'S INITIALS

For LOYD ELECTRIC & ENGINEERING LIMITED

Company Secretary

Saraswati REGD.

amenities provided that so revised/ re-fixed remuneration and/or other perquisites etc. do not exceed the limits prescribed from time to time under Schedule XIII or any other provisions of Companies Act, 1956, and/ or any statutory modification(s) thereof and provided further that such enhanced remuneration, allowances and perquisites are subsequently placed before the shareholders in their General Meeting held after such enhancement/ revision/ fixation by the Board/ Committee."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

9. ENHANCEMENT IN REMUNERATION OF WHOLE TIME DIRECTOR

At this stage Mr. A. K. Roy vacated the chair and Mr. Brij Raj Punj, Chairman occupied the chair

Mr. Pawan Joshi (Client Folio no./ DP ID No.IN30120910100295) proposed and Ms. Sumona Dey (Client Folio no./ DP ID No. 16304) seconded the following resolution as an Ordinary Resolution.

Resolution No. 9

RESOLVED THAT subject to the consents and permissions, if any, as may be necessary the consent of the Company be and is hereby accorded in accordance with the provisions of Section 198, 269, 309, 311, 316, 317, Schedule XIII and other applicable statutory provisions of the Companies Act, 1956, to enhancement of remuneration and benefits and amenities paid/ payable/ enjoyed to/ by **Mr. A.K. Roy,** the Whole Time Director of the Company with effect from 1st April 2010 as detailed in the explanatory statement."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Remuneration Committee constituted by the Board) be and is hereby authorized revise and/ or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that so revised/ re-fixed remuneration and/or other perquisites etc. do not exceed the limits prescribed from time to time under Schedule XIII or any other provisions of Companies Act, 1956, and/ or any statutory modification(s) thereof and provided further that such enhanced remuneration, allowances and perquisites are subsequently placed before the shareholders in their General Meeting held after such enhancement/ revision/ fixation by the Board/ Committee."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

There being no other business to transact, the meeting concluded with vote of thanks to the chair and other shareholders present at the meeting.

BRIJ RAJ PUNJ
(CHAIRMAN)

Place: New Delhi
Date: October 20, 2010

For LLOYD ELECTRIC & ENGINEERING LIMITED

Company Secretary

CHAIRMA INITIAL