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
CIN : L29120RJ1987PLC012841

Date: 26th February, 2015

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

BSE Code: 517518

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400051, Maharashtra.

NSE Code: LLOYDELENG

Subject: Proceedings of Postal Ballot Process under Clause 31 of the Listing Agreement

Dear Sir,

Pursuant to Clause 31(d) of the Listing Agreement, please find enclosed herewith certified true copy of the proceeding relating to declaration of results on voting by Postal Ballot under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 held on January 31, 2015 at the Registered office of the Company situated at A-146 (B&C), RIICO Industrial Area, District Alwar, Bhiwadi.

Kindly take the above information on record and oblige.

Thanking You

For Lloyd Electric & Engineering Limited

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

Anita K. Sharma
Company Sceretary
Encl: a/a

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULT ON THE VOTING BY POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 OF LLOYD ELECTRIC & ENGINEERING LIMITED HELD ON JANUARY 31, 2015 AT 9:30 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-146 (B&C), RIICO INDUSTRIAL AREA, DISTRICT ALWAR, BHIWADI, RAJASTHAN- 301019

PRESENT

Mr. Brij Raj Punj	: Chairman & Managing Director
Mr. Mukat B. Sharma	: Whole Time Director
Ms. Anita K. Sharma	: Company Secretary
Mr. Sanjay Chugh	: Scrutinizer, Practicing Company Secretary

The Chairman informed the members that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, the Company has conducted Postal Ballot Process for the matters as stated in the Postal Ballot Notice dated December 22, 2014.

He further informed that the Company had provided members the facility to exercise their right to vote on all the business items stated in the said Notice by electronic means.

The voting (e-voting/ voting through Ballot Papers) commenced at 9:00 am on December 29, 2014 and ended at 6.00 pm on January 28, 2015.

Mr Sanjay Chugh, Practicing Company Secretary, New Delhi was appointed as Scrutinizer for conducting the Postal Ballot Process.

The Scrutinizer had submitted his report on January 30, 2015 after carrying out the scrutiny of all the electronic votes/ Postal Ballot Forms received up to the close of the working hours on January 28, 2015. The scrutinizer's report was placed on the table for perusal. The Chairman informed that he as the Chairman had accepted the said report which summarized as follows:

Particulars	**Resolution under Section 61 and 64 of the Companies Act, 2013**	**Resolution under Section 13 and 61 of the Companies Act, 2013**	**Resolution under Section 41, 42, 54, 55, 62, 63 and 71 of the Companies Act, 2013**
Voting by Electronic means (A)	**Resolution No1**	**Resolution No 2**	**Resolution No 3**
Number of shareholders participated through e-voting	198	197	202
Votes in favour of the Resolution	17884875	17882301	17809196
Votes against the Resolution	217083	224512	299357

CHAIRMAN'S INITIALS

For LLOYD ELECTRIC & ENGINEERING LTD.

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received			
Votes in favour of the Resolution	4053797	4053597	4053347
Votes against the Resolution	201	201	301
Number of invalid postal ballot forms received	3	3	3
Total Voting (A+B)	**22155956**	**22160611**	**22162201**
Votes in favour of the Resolution	21938672	21935898	21862543
Votes against the Resolution	217284	224713	299658
% of votes in favour of the Resolution	99.02%	98.99%	98.65%
% of votes against the Resolution	0.98%	1.01%	1.35%

Thereafter, the Chairman announced that the number of votes casted in favour of each resolution, as stated in the postal ballot Notice dated December 22nd, 2014(Resolution No 1 to 3), of the total received votes (through e-voting/ postal ballot forms) is more than three times the votes casted against the resolution and declared that the Special Resolutions as mentioned in the said Postal Ballot Notice were duly passed by the requisite majority.

RESOLUTION NO. 1

Enhancement of Authorized Share Capital

"**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 50,00,00,000 (Rupees Fifty crores) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- each to Rs. 70,00,00,000 (Rupees Seventy crores) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- each by creation of additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares and that clause V of the Memorandum of Association of the Company be and is hereby altered accordingly."

RESOLUTION NO. 2

Alteration of Capital Clause contained in the Memorandum of Association

"**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. "The Authorized Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy crores only) divided into 7,00,00,000 (Seven crores) Equity Shares of face value of Rs. 10/- (Rupees Ten) each."

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RESOLUTION NO. 3

Further Issue of Securities

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, (the "Act") as may be amended from time to time, including, without limitation, Section 41, 42, 54, 55, 62, 63 and 71 thereof and the applicable rules notified thereunder (together with the applicable provisions, if any of the Companies Act, 1956) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "**SEBI ICDR Regulations**") (including any statutory modification or re-enactment thereof, for the time being in force), the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and the current consolidated Foreign Direct Investment Policy, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India ("**GOI**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies (the "**ROC**"), the stock exchanges where the shares of the Company are listed (the "**Stock Exchanges**"), and/ or any other competent authorities, and subject to such approvals, consents, permissions and / or sanctions of the Securities and Exchange Board of India (SEBI), Government of India (GOI), Reserve Bank of India (RBI) and all other appropriate and/or concerned authorities or bodies and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the "**Board**" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches to Investors whether Indian or Foreign, including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, equity shares of the Company with a face value of Rs. 10/- each, Global Depository receipts, (GDR), Foreign Currency convertible Bonds, (FCCB) or other financial instruments convertible into equity shares (including warrants or otherwise, registered or in bearer form) fully convertible debentures (FCD's)/ partly convertible debentures (PCD's) / Non-convertible debentures (NCD's) with warrants or any other securities (other than warrants), including by way of Qualified Institutional Placement (QIP) to Qualified Institutional Buyers (QIB) in terms of Chapter VIII of SEBI ICDR Regulations or any other combination of securities through one or more placements of Equity Shares/ whether by way public and/ or private offerings and/ or on preferential allotment basis or any combination thereof or by issue of prospectus and/ or placement documents or otherwise so that the total amount raised through issue of securities, inclusive of such premium shall not exceed Rs. 250,00,00,000 (Rupees Two hundred and Fifty crore only) or its equivalent in one or more currencies as the Board may determine and where necessary in consultation with the Lead Manager(s) and/ or underwriter(s) and / or other advisor(s) for such issue.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form, terms and timing of the issue (s) including the class of investors to whom the securities are to be allotted, number of securities to be allotted in each tranche, issue price, face value, premium amount on issue/ conversion/ exercise / redemption, rate of interest , redemption period, listing on one or more stock exchanges as it may in its absolute discretion deem fit and accept any modifications in the proposals as may be required by the

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authorities involved in the issue and to do all acts, deeds , matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT in case of QIP Issue, the same be completed within 12 months from the date of this resolution approving the proposed issue or such other time that may be allowed under SEBI ICDR Regulations from time to time, the allotment of Securities shall only be made to eligible QIBs as provided under Chapter VIII of the SEBI ICDR Regulations, the Securities shall be allotted on a fully paid basis (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants), the tenure of any convertible or exchangeable Securities issued by the Company shall not exceed 60 months from the date of allotment, and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.

RESOLVED FURTHER THAT the Board may at its absolute discretion issue Equity Shares at a discount of not more than five per cent or such other discount as may be permitted under the applicable regulations to the floor price as determined in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case of QIP Issue, the relevant date for determination of the floor price of the Equity Shares to be issued shall be:

a) in case of allotment of equity shares, the date of the meeting in which the Board or Committee of Directors decides to open the proposed issue.
b) in case of allotment of eligible convertible securities , either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holder of such convertible securities becomes entitled to apply for the equity shares, as may be determined by the Board.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of securities shall be as per the regulations/ guidelines prescribed by SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator and the pricing of any equity shares issued upon the conversion of Securities shall be made subject to and in compliance with applicable rules and regulations and such a price shall be subject to appropriate adjustments in the applicable rules/ guidelines/statutory provisions.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari passu with the existing Equity Shares of the Company. The number and/ or price of the Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT the Equity Shares to be offered and allotted shall be in dematerialized form.

RESOLVED FURTHER THAT the board be and is hereby authorized on behalf of the Company to do all such acts, deeds , matters and things as it may in absolute discretion , deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing , underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay fees, commission, remuneration, expenses relating thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/ appoint the Lead Managers, underwriters, depositories, custodians, bankers and / or advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, documents etc. with Lead Managers or such other agencies.

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Company Secretary

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RESOLVED FURTHER THAT the Company do apply for listing of new Equity Shares as may be issued with the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) or other stock exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements and any other documents and papers in connection with the issue of securities.

RESOLVED FURTHER THAT the Company do open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or Banks in India and/ or such foreign countries as may be required in connection with the aforesaid issue, subject to requisite approvals from Reserve Bank of India and other overseas regulatory authorities, if any, and that such officials of the Company as authorized vide resolution of the Board of Directors and / or Committee of Directors be and are hereby jointly and severally authorized to sign and execute the application form and other documents required for opening the account, to operate the said account and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories and that the said Bank/s be and is/ are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company.

RESOLVED FURTHER THAT the Common Seal of the Company if required to be affixed under any applicable law in India on any agreement, undertaking, deed or other document, the same be affixed in accordance with such law and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to a Committee of Directors or any Directors or any other officers of the Company in such manner as they may deem fit.

Chairman

Date: February 25, 2015

Place: New Delhi

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

CHAIRMAN'S INITIALS