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
CIN : L29299UP1957PLC021118

24th March, 2017

To,
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
NSE Code: FEDDERLOYD
Fax No.: 022-26598237/38

To,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001 Maharashtra

BSE Code: 500139
Fax No.: 022-22722039

Dear Sir,

Sub.: Voting Results of Postal Ballot

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Resolutions set out in the Postal Ballot Notice dated 18th February, 2017, please find enclosed herewith the following documents:

1. Voting Results of Postal Ballot in the prescribed format; and
2. Scrutinizer's Report on E-voting and Postal Ballot issued by Mr. Sanjay Chugh, Practicing Company Secretary, who was appointed as the Scrutinizer to conduct the Postal Ballot process (including remote e-voting) in a fair and transparent manner.

Based on the Scrutinizer's Report, we wish to inform you that the following Special Resolutions have been passed by the members of the Company with requisite majority:

Resolution No. 1 - Sale of Brand Name, Logo, Trade Mark or any other Intellectual Property Rights associated with "LLOYD" and/or "Lloyd" by the Company.

Resolution No. 2 - Ceasing of Usage of the Brand "LLOYD" and/or "Lloyd" and Change of Name of the Company.

The above information may be treated as disclosure as required in compliance with the provisions of Regulation 30 read with Part A of Schedule III of the Listing Regulations.

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

Thanking You,

FOR FEDDERS LLOYD CORPORATION LIMITED

PULKIT BHASIN
COMPANY SECRETARY
ICSI Membership No: A27686
Encl: As above

Copy to: National Securities Depository Limited
Trade World, A Wing,Kamala Mills Compound, Lower Parel,
Mumbai 400013

Annexure-1

Fedders Lloyd Corporation Limited

Disclosure in terms of regulation 44(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

S. No.	Description	Particulars
1	Date of EGM (conducted via Postal Ballot Process)	23rd March, 2017
2	Total Number of shareholders on Record date i.e. 17th February, 2017	27037
3	No of shareholders present in the meeting either in person or through proxy:	Not Applicable
	Promoters and Promoter Group	
	Public	
4	No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
	Promoters and Promoter Group	
	Public	

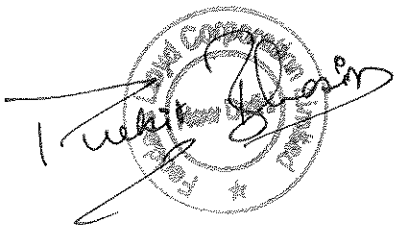
Agenda-wise disclosure

1. Sale of Brand Name, Logo, Trade Mark or any other Intellectual Property Rights associated with "LLOYD" and/or "Lloyd" by the Company.

Resolution required		Special						
Whether Promoter/Promoter Group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)= [(4)/(2)]* 100	% of votes against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	17661682	17651682	99.94	17651682	-	100	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	17661682	17651682	99.94	17651682	-	100	-
Public – Institutions	E-voting	40747	-	-	-	-	-	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	40747	-	-	-	-	-	-
Public -Non Institutions	E-voting	16267271	3128385	19.23	3109122	19263	99.38	0.62
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		200	0.00	200	-	100	-
	Total	16267271	3128585	19.23	3109322	19263	99.38	-
Total		33969700	20780267	61.17	20761004	19263	99.91	0.09

2. Ceasing of Usage of the Brand "LLOYD" and/or "Lloyd" and Change of Name of the Company

Resolution required		Special						
Whether Promoter/Promoter Group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)]* 100	% of votes in against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	17661682	17651682	99.94	17651682	-	100	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	17661682	17651682	99.94	17651682	-	100	-
Public - Institutions	E-voting	40747	-	-	-	-	-	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	40747	-	-	-	-	-	-
Public -Non Institutions	E-voting	16267271	3128487	19.23	3108892	19595	99.37	0.63
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		200	0.00	200	-	100	-
	Total	16267271	3128687	19.23	3109092	19595	99.37	0.63
Total		33969700	20780369	61.17	20760774	19595	99.91	0.09



ANNEXURE-2

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: 24.03.2017

The Chairman of
Fedders Lloyd Corporation Limited
6 and 6/1,
UPSIDC Industrial Area,
Sikandrabad, District Bulandshahr,
Uttar Pradesh-203205

Dear Sir,

Sub: **Consolidated Scrutinizer's Report on e-voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014**

1. I, Sanjay Chugh, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the Company in its Board Meeting held on February 18, 2017, pursuant to Section 108 and 110 of the Companies Act, 2013 read with 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 / postal ballot carried out for the below mentioned resolutions as set out in the Notice dated February 18, 2017.

2. As required under Section 108 and 110 of the Act, Notice dated February 18, 2017 along with Explanatory Statement under Section 102 of the Act was sent to the shareholders. The shareholders holding shares as on the cut-off date (record date) i.e. February 17, 2017 were entitled to vote on the proposed resolutions on Item Nos. 1 to 2 as set out in the notice of the Postal Ballot.

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 Wednesday, February 22, 2017, at 9.00 a.m. and ended on Thursday, March 23, 2017 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter.

4. The company has completed on February 22, 2017 the dispatch of postal ballots along Postage pre-paid envelopes to its Members whose name(s) appeared on Register of Members as on February 17, 2017.

4.1 Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.

4..2 The postal ballots were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots.

4.3 The ballot box was opened on March 23, 2017 in the presence of Two Witnesses not in the employment of the Company.

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

4.4 The postal ballots were duly opened in my presence and scrutinized and the shareholdings were matched /confirmed with the Register of Members of the Company as on February 17, 2017.

4.5 All postal ballots received up to 5.00 P.M. (IST) on March 23, 2017 the last date and time fixed by the Company for receipt of the ballots , were considered for scrutiny.

5. I have scrutinized and reviewed the voting through electronic means and through ballot papers and maintained register in which necessary entries have been made in accordance with the above rules.

I now submit my Report as under on the result of the voting through electronic means (remote e-voting as well as through postal ballot forms:

Consolidated Results of E-Voting & Voting through Postal Ballot

Item No. 1 - Sale of Brand Name, Logo, Trade Mark or any other Intellectual Property Rights associated with "LLOYD" and/or "Lloyd" by the Company –Special Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	2	114	116	200	20,760,804	20,761,004	99.91%
Dissent	0	37	37	0	19,263	19,263	0.09%
Total	2	151	153	200	20,780,067	20,780,267	100.00%

Accordingly, out of 20,780,267, E- Votes and Postal Ballot Forms; 20,761,004 Votes were cast **ASSENTING** to the Special Resolution constituting 99.91% of the votes polled; 19,263 Vote were cast **DISSENTING** to the Special Resolution constituting 0.09% of the votes polled on the **Special Resolution.**

Accordingly **Special Resolution** as contained in Item No. 1 passed with requisite majority.

Item No. 2- Ceasing of Usage of the Brand "LLOYD" and/or "Lloyd" and Change of Name of the Company - Special Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	2	115	117	200	20,760,574	20,760,774	99.91%
Dissent	0	38	38	0	19,595	19,595	0.09%
Total	2	153	155	200	20,780,169	20,780,369	100.00%

Accordingly, out of 20,780,369, E- Votes and Postal Ballot Forms; 20,760,774 Votes were cast **ASSENTING** to the Special Resolution constituting 99.91 % of the votes polled; 19,595 Vote were cast **DISSENTING** to the Special Resolution constituting 0.09 % of the votes polled on the **Special Resolution.**

Accordingly **Special Resolution** as contained in Item No.2 passed with requisite majority.

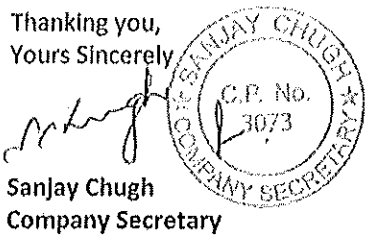
SANJAY CHUGH * COMPANY SECRETARY * C.P. No. 3073

6. Further note that besides the above, there were no invalid postal ballot papers in respect of Resolutions No. 1-2.

7. Based on the above, resolutions mentioned at item no. 1 to 2 have been passed with requisite majority. The results of the aforesaid e-voting and postal ballot for the Resolutions No.1 to 2 as set out in Notice dated February 18, 2017 may accordingly be declared by the Chairman of the Meeting.

8. 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 for preserving safely after the Chairman considers, approves and signs the minutes.

Thanking you,
Yours Sincerely



Sanjay Chugh
Company Secretary
C.P. 3073