



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

November 29, 2014

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

BSE Code: 500139
Fax No: 022 22722039

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051, Maharashtra
NSE Code: FEDDERLOYD
Fax No: 022 2659 8237 / 38

Subject - Proceedings of the 58th Annual General Meeting of Fedders Lloyd Corporation Limited

Dear Sir / Madam,

In terms of Clause 31(d) of the Listing Agreement, please find enclosed herewith minutes of the 58th Annual General Meeting of Fedders Lloyd Corporation Limited held on Thursday, October 30, 2014 at 9:00 A.M. at the Registered Office of the company situated at C-4, phase -II, Noida, Distt. Gautam Budh Nagar, Uttar Pradesh- 201305.

This is for your Information and records please.

Thanking You,

Yours Truly,

For Fedders Lloyd Corporation Limited


Purnima Sharma
Company Secretary

Membership No.: F7706

Encl: As above

MINUTE BOOK

MINUTES OF THE 58TH ANNUAL GENERAL MEETING OF FEDDERS LLOYD CORPORATION LIMITED HELD ON THURSDAY, OCTOBER 30, 2014 AT 9:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C-4, PHASE-II, NOIDA, DISTT. GAUTAM BUDH NAGAR, U.P.-201305

Present:

Directors:

Mr. Brij Raj Punj	-	Chairman & Managing Director
Mr. Sham Sunder Dhawan	-	Whole Time Director
Mr. Arun Kumar Joshi	-	Non-Executive Independent Director (Chairman of the Audit Committee)

In attendance:

Mr. A.A.Siddiqi	-	Chief Financial Officer
Ms. Purnima Sharma	-	Company Secretary
Mr. Sanjay Chugh	-	Scrutinizer, Practicing Company Secretary

Members:

59 members were present in person.

Shri Brij Raj Punj, Chairman, took the chair.

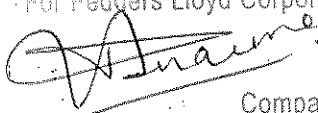
Thereafter, the Chairman extended a warm welcome to the members present at the 58th Annual General Meeting (AGM) of the Company. The requisite quorum being present, meeting was called to order and proceedings of the meeting were started.

The Chairman introduced the fellow Directors and persons present on the dais. The Chairman also introduced Mr. Arun Kumar Joshi, Chairman of the Audit Committee who was present in the AGM to answer the queries of the members regarding Annual Accounts and audit of the Company.

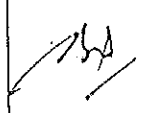
The Chairman informed the shareholders that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided the e-voting facility to the shareholders of the Company in respect of the businesses to be transacted at the AGM of the Company. The e-voting commenced on October 24, 2014 at 9:00 A.M. and ended on October 26, 2014 at 6:00 P.M..

The Chairman further stated that apart from the e-voting facility, the Company will also give an option of voting through physical ballot to all the

For Fedders Lloyd Corporation Limited



Company Secretary


CHAIRMAN'S
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shareholders who could not avail the e-voting facility. He informed that the ballot papers are available for distribution to the shareholders present in the hall.

Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. F3754) was appointed as Scrutinizer by the Board for Scrutinizing the e-voting and poll process at the 58th AGM of the Company.

The Chairman stated that the 'Register of Directors and Key Managerial Personnel and their Shareholding' maintained under Section 170 of the Companies Act, 2013 is kept open for inspection by any person attending the meeting during the continuance of the meeting.

Thereafter, the Chairman briefed the shareholders about financial and business performance of the Company during the year. The Chairman expressed his thankfulness to the shareholders for their trust on the Company maintained throughout.

The Chairman requested the members to take the Notice convening the 58th AGM as read. He thereafter requested to Ms. Purnima Sharma, Company Secretary, to read out Audited Balance Sheet of the Company as at June 30, 2014, the Audited Profit and Loss account for the year ended on that date and notes to accounts, the Directors' Report and the Auditors' Report thereon. The same were taken as read with the unanimous consent of the members present.

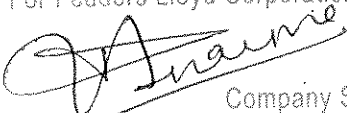
The Chairman thereafter, ordered the poll on all the resolutions as set out in Item Nos. 1 to 8 of Notice of the 58th AGM of the Company and requested all the members present to participate in the poll process. The ballot papers were distributed to the members for taking poll. The empty ballot box was shown by the Scrutinizer appointed for conducting the poll process to the members and thereafter the same was sealed and kept on the dais.

After all the members had casted their votes and put the ballot papers into the ballot box, the ballot box was handed over to the scrutinizer for furnishing their report to the Chairman.

The Chairman stated that the combined results of e-voting and poll would be declared on October 31, 2014 at the Registered Office of the Company situated at C-4, Phase-II, Noida- 201305 and shall also be posted on the website of the Company and shall be furnished to the stock exchanges.

The Chairman thanked the members for their participation in the proceedings.

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For Feeders Lloyd Corporation Limited


Company Secretary

On the basis of the Scrutinizer Report for e-voting and Poll dated October 31, 2014, held at the 58th AGM, the Chairman & Managing Director announced the results of voting on October 31, 2014 as under:

Results of Electronic Voting and Poll on the Ordinary and Special Businesses at the 58th Annual General Meeting of the Company held on October 30, 2014

ORDINARY BUSINESS:

Resolution No. 1

Adoption of financial statements

"RESOLVED THAT the audited financial statements of the Company for the year ended June 30, 2014, including the audited Balance Sheet as at June 30, 2014, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon together with the audited consolidated financial statements of the Company for the year ended June 30, 2014 be and are hereby received, adopted and confirmed."

Total 21601028 no. of votes were casted in favour of the said resolution (through e-voting and ballot papers) and no one voted against the resolution.

Therefore, the Ordinary Resolution was passed by the members unanimously.

Resolution No.2

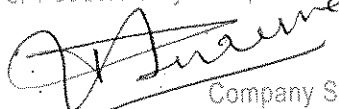
Declaration of dividend on equity shares

"RESOLVED THAT dividend of Re. 1/- per equity share i.e., @ 10% on the paid up equity Share Capital of Rs. 307,697,000/- comprising of 30,769,700 equity shares of Rs. 10/- each, fully paid up, as recommended by the Board of Directors be and is hereby approved and declared for the payment out of profits of the Company for the year ended June 30, 2014 to those members whose names appear on Company's Register of Members and Register of Beneficial Owners as on October 25, 2014."

Total 21601028 no. of votes were casted in favour of the said resolution (through e-voting and ballot papers) and no one voted against the resolution.

Therefore, the Ordinary Resolution was passed by the members unanimously.

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Company Secretary


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Resolution No. 3

Re-appointment of Mr. Sham Sunder Dhawan (DIN: 00528056) as Director on his retirement by rotation

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sham Sunder Dhawan, 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, liable to retire by rotation."

Total 21601028 no. of votes were casted in favour of the said resolution (through e-voting and ballot papers) and no one voted against the resolution.

Therefore, the Ordinary Resolution was passed by the members unanimously.

Resolution No.4

Re-appointment of Statutory Auditors

"Resolved that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the audit committee of the Board, M/s. Suresh C. Mathur & Co., Chartered Accountants (having ICAI Firm Registration No: 000891N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the third consecutive AGM held after this AGM (subject to ratification of appointment by the members at every AGM held after this AGM) at such remuneration as may be agreed by the Board of Directors of the Company/Audit Committee thereof in consultation with the auditors, including out-of-pocket and travelling expenses incurred by them for the purpose of the statutory audit."

Total 21479784 no. of votes were casted in favour of the said resolution (through e-voting and ballot papers) and no one voted against the resolution.

Therefore, the Ordinary Resolution was passed by the members unanimously.

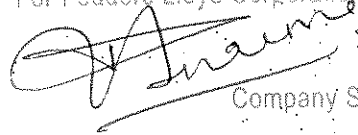
SPECIAL BUSINESS:

Resolution No.5

Ratification of remuneration of Cost Auditors

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For Fedders Lloyd Corporation Limited



Company Secretary

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"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014, a remuneration of Rs. 50,000 plus taxes as applicable and reimbursement of out-of-pocket expenses for the financial year 2014-15, to be paid to M/s Jain Sharma and Associates, Cost Accountants (having ICWAI Firm Registration No: 000270) as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

Total 21479704 no. of votes were casted in favour of the said resolution (through e-voting and ballot papers) and 80 no. of votes were casted against the resolution.

The Ordinary Resolution was passed by the members with requisite majority.

Resolution No. 6

Appointment of Mr. Arun Kumar Joshi as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (the "Act") and rules made thereunder, read with Schedule IV to the Act and all other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Kumar Joshi, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. the date of this AGM i.e., October 30, 2014 till October 29, 2019."

Total 21601028 no. of votes were casted in favour of the said resolution (through e-voting and ballot papers) and no one voted against the resolution.

Therefore, the Ordinary Resolution was passed by the members unanimously.

Resolution No. 7

Appointment of Mrs. Bindu Dogra as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (the "Act") and rules made thereunder, read with Schedule IV to the Act and all other applicable provisions of the Act, if

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any(including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Bindu Dogra, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. the date of this AGM i.e., October 30, 2014 till October 29, 2019."

Total 21601028 no. of votes were casted in favour of the said resolution (through e-voting and ballot papers) and no one voted against the resolution.

Therefore, the Ordinary Resolution was passed by the members unanimously.

Resolution No. 8

Appointment of Mrs. Ritushri Sharma as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (the "Act") and rules made thereunder, read with Schedule IV to the Act and all other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Ritushri Sharma, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. the date of this AGM i.e., October 30, 2014 till October 29, 2019."

Total 21601028 no. of votes were casted in favour of the said resolution (through e-voting and ballot papers) and no one voted against the resolution.

Therefore, the Ordinary Resolution was passed by the members unanimously.

VOTE OF THANKS:

There being no other business to transact, the meeting concluded with a vote to thanks to the chair.

Place: New Delhi
Date: 28.11.2014


BRIJ RAJ PUNJ
(CHAIRMAN)

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