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

31st January, 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 - 400 051, Maharashtra
NSE Code: LLOYDELENG

Subject- Result of Postal Ballot Process conducted by the Company vide Postal Ballot Notice dated December 22, 2015

Dear Sir,

Further to the captioned matter, please find attached herewith the results of Postal Ballot Process conducted by the Company under clause 35A of the Listing Agreement.

In regard to this, please note that Mr. Sanjay Chugh, Practicing Company Secretary, the Scrutinizer has submitted his report to the Chairman & Managing Director on 30th January, 2015. Based on the Scrutinizers' Report the results of the Postal Ballot Process have been declared today i.e. 31st January, 2015 by the Company Secretary. Scrutinizer's report is attached herewith for your reference.

We are pleased to inform you that the matters as stated in the Postal Ballot Notice have been passed by shareholders of the Company with requisite majority.

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 Secretary
Encl: as above

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Results of the Postal Ballot Process

Details under clause 35A of the Listing Agreement executed with the Stock Exchanges in respect of Postal Ballot Process conducted by the Company vide Postal Ballot Notice dated December 22, 2014

S. No.	Particulars	Details
1.	Declaration of Postal Ballot Results	31st January, 2015
2.	Total number of shareholders as on record date	23534
3.	No. of Shareholders who participated in the Postal Ballot Process either through e-voting or through Ballot Papers ➢ Promoters and Promoter Group ➢ Public	 13 225

Agenda Wise

The mode of voting for all resolutions was through e-voting or through Ballot Papers.

Resolution No. 1- Special Resolution

Special Resolution under Section 61 and 64 of the Companies Act, 2013 and the Rules made thereunder pertaining to Enhancement of Authorized Share Capital.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes- In favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	17652396	17652396	49.98%	17652396	0	100	0
Public- Institutional holders	469838	32193	0.09%	-	32193	-	100%
Public- Others	17198026	4471367	12.66%	4286276	185091	95.86%	4.14%
Total	**35320260**	**22155956**	**62.73%**	**21938672**	**217284**	**99.02%**	**0.98%**

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

Resolution No. 2- Special Resolution

Special Resolution under Section 13 and 61 of the Companies Act, 2013 and the Rules made thereunder pertaining to the Alteration of Capital Clause contained in the Memorandum of Association.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes- In favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	17652396	17652396	49.98%	17652396	0	100	0
Public- Institutional holders	469838	32193	0.09%	-	32193	-	100%
Public- Others	17198026	4476022	12.67%	4283502	192520	95.70%	4.30%
Total	**35320260**	**22160611**	**62.74%**	**21935898**	**224713**	**98.99%**	**1.01%**

Resolution No. 3- Special Resolution

Special Resolution under Section 41, 42, 54, 55, 62, 63 and 71 of the Companies Act, 2013 and the Rules made thereunder pertaining to Further Issue of Securities.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes- In favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	17652396	17652396	49.98	17652396	0	100%	0
Public- Institutional holders	469838	32193	0.09%	-	32193	-	100%
Public- Others	17198026	4477612	12.68	4210147	267465	94.03%	5.97%
Total	**35320260**	**22162201**	**62.75**	**21862543**	**299658**	**98.65%**	**1.35%**

Result: Based on the above, all the resolutions set out in the Notice of the Postal Ballot dated December 22, 2014 (Resolutions No. 1 to 3) have been duly passed by the members of the Company as Special Resolution.

For Lloyd Electric & Engineering Limited

For LLOYD ELECTRIC & ENGINEERING LTD.

Anita K. Sharma
Company secretary

Place: Bhiwadi
Date: January 31, 2015

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: January 30, 2015

The Chairman
Lloyd Electric and Engineering Ltd.
A-146, B And C,
RIICO Industrial-Area, Bhiwadi,
Alwar, Rajasthan-301019

Dear Sir,

1. The Board of Directors of the Company by means of the resolution dated 22nd December, 2014 has appointed me as Scrutinizer for conducting the postal ballot voting process.

2. I submit my report as under;

2.1 The company has completed on 27th December, 2014 the dispatch of postal ballots along Postage pre-paid business reply envelopes to its Members whose name(s) appeared on Register of Members as on 19th December, 2014.

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

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

2.4 The ballot box was opened on 29th January, 2015 in the presence of Two Witnesses not in the employment of the Company.

2.5 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 19th December, 2014.

2.6 All postal ballots received up to 6.00 P.M. on 28th January, 2015, the last date and time fixed by the Company for receipt of the ballots , were considered for scrutiny.



3. A summary of the votes polled through e-voting and postal ballot papers:

Consolidated Results of E-Voting &Voting through Postal Ballot papers on item No. 1 of Postal Ballot Notice dated 22.12.2014-Special Resolution

(1) Resolution No. 1 –Special Resolution

Enhancement of Authorized Share Capital

Particulars	Number of			Number of votes contained in			Percentage
	Poll through postal ballot	E-Votes	Total	Poll through postal ballot	E-Votes	Total	
Assent	36	152	188	4053797	17884875	21938672	99.02%
Dissent	2	46	48	201	217083	217284	0.98%
Total	38	198	236	4053998	18101958	22155956	100.00%

Accordingly, out of 22155956, E- Votes and Poll Polled though ballot paper; 21938672 Votes were cast ASSENTING to the Special Resolution constituting 99.02% of the votes polled; 217284 Votes were cast **DISSENTING** to the Special Resolution constituting 0.98% of the votes polled on the **Special Resolution**.

Thus, accordingly **Special Resolution** as contained in Item No. 1 passed with requisite majority.

(2) Resolution No. 2 – Special Resolution

Alteration of Capital Clause contained in the Memorandum of Association

Particulars	Number of			Number of votes contained in			Percentage
	Poll through postal ballot	E-Votes	Total	Poll through postal ballot	E-Votes	Total	
Assent	34	153	187	4053597	17882301	21935898	98.99%
Dissent	2	44	46	201	224512	224713	1.01%
Total	36	197	233	4053798	18106813	22160611	100.00%

Accordingly, out of 22160611, E- Votes and Poll Polled though ballot paper; 21935898 Votes were cast ASSENTING to the Special Resolution constituting 98.99% of the votes polled; 224713 Votes were cast **DISSENTING** to the Special Resolution constituting 1.01% of the votes polled on the **Special Resolution**.

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

Thus, accordingly **Special Resolution** as contained in Item No. 2 passed with requisite majority.

(3) Resolution No. 3 – Special Resolution

Further Issue of Securities

Particulars	Number of			Number of votes contained in			Percentage
	Poll through postal ballot	E-Votes	Total	Poll through postal ballot	E-Votes	Total	
Assent	33	150	183	4053347	17809196	21862543	98.65%
Dissent	3	52	55	301	299357	299658	1.35%
Total	36	202	238	4053648	18108553	22162201	100.00%

Accordingly, out of 22162201, E- Votes and Poll Polled though ballot paper; 21862543 Votes were cast ASSENTING to the Special Resolution constituting 98.65% of the votes polled; 299658 Votes were cast **DISSENTING** to the Special Resolution constituting 1.35 % of the votes polled on the **Special Resolution**.

Thus, accordingly **Special Resolution** as contained in Item No. 3 passed with requisite majority.

Based on the above, resolutions mentioned at serial no. 1 to 3 have been passed with requisite majority.

Further note that there were three invalid ballot papers aggregating to 2911 shares.

Results of the above voting may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours Sincerely

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

Sanjay Chugh
Company Secretary
C.P. 3073