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

June 19, 2015

The Listing Department
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Scrip Code: 517518

The Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

NSE Symbol: LLOYDELENG

Reg.: Notice of 28th Annual General Meeting

Dear Sir,

Pursuant to provisions of clause 31 of the Listing Agreement, please find enclosed notice convening the 28th Annual General Meeting of the Members of the Company scheduled to be held on Friday, 10th July, 2015 at the Registered Office of the Company.

The same have been sent to the shareholders of the Company through e-mail/post.

This is for your kind information and record please.

Kindly acknowledge the receipt.

Thanking You,

Yours faithfully,
For Lloyd Electric and Engineering Ltd.

Anita K. Sharma
Company Secretary
Encl: a/a

NOTICE

Lloyd Electric & Engineering Limited

CIN No.: L29120RJ1987PLC012841
Regd. Office: A-146(B&C), RIICO INDUSTRIAL AREA, BHIWADI, DISTRICT ALWAR- RAJASTHAN-301019
Tel: 01493-220724, 222521, 221348
Website : www.lloydengg.com, **E-mail:** investor.relation@lloydengg.com

NOTICE is hereby given that the **Twenty Eighth Annual General Meeting** of the Members of the Lloyd Electric & Engineering Ltd. will be held on **Friday, the 10th day of July, 2015** at **09:30 A.M.** at the Registered Office of the Company at **146 (B & C), RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan-301019** to transact the following businesses:

AS ORDINARY BUSINESS:

1. Adoption of standalone and consolidated financial statements

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the Standalone and Consolidated financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon be and is hereby adopted and approved."

2. Declaration of Dividend

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT a final dividend of Rs.1.30 per equity share (i.e. @13%) on 3,53,20,260 equity shares of Rs.10 each fully paid up for the financial year 2014-15 be and is hereby approved and declared."

3. Reappointment of Mr. Achin Kumar Roy (DIN: 01475456) as Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Achin Kumar Roy(DIN: 01475456), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby appointed as director liable to retire by rotation."

4. Ratification of appointment of M/s Suresh C. Mathur & Co., Chartered Accountants (Firm Regn. No.: 000891N), as Statutory Auditors of the Company and fixation of remuneration

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder and pursuant to the resolution passed by the members at the 27th Annual General Meeting held on July 21, 2014, the appointment of M/s. Suresh C. Mathur & Co., Chartered Accountants (Firm Regn. No.: 000891N), as statutory auditors of the Company, from the conclusion of this Meeting until the conclusion of 29th Annual General Meeting of the Company be and is hereby ratified on such remuneration as may be finalised by the Board of Directors of the Company or any Committee thereof on the recommendation of Audit Committee."

AS SPECIAL BUSINESS:

5. Ratification of Remuneration of Cost Auditor

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration payable to M/s. Jain Sharma & Associates, Cost Accountants (Firm Regn. No.: 000270), the Cost Auditors appointed by the Board of Directors of the Company, for conducting audit of cost records of the Company, as stated in the explanatory statement annexed to the Notice be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

6. Re-appointment of Mr. Mukat Behari Sharma (DIN: 02942036) as Whole-time Director for a period of 2 years w.e.f. January 28, 2015

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act, as also subject to the approval of the Central Government, if any, the consent of the members be and is hereby accorded for the re-appointment of Mr. Mukat Behari Sharma (DIN: 02942036) as Whole Time Director of the Company, who is also acting as Chief Financial Officer (CFO) of the Company, for a period of 2 years w.e.f. January 28, 2015 at a remuneration and benefits, amenities and perquisites which are presently paid/payable/ enjoyed to/by him as stated in the explanatory statement annexed to the Notice, all other terms and conditions of his appointment shall remain the same.

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 Nomination and Remuneration Committee or any other sub-committee constituted by the Board) be and is hereby authorized to 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. does not exceed the limits prescribed from time to time under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, (except for the annual increment within the limits approved by this meeting) are subsequently placed before the shareholders in their General Meeting held after such enhancement/ revision/ fixation by the Board/ Committee.

RESOLVED FURTHER THAT in case of absence of profit in any financial year, the aforesaid remuneration be paid to Mr. Mukat Behari Sharma, as minimum remuneration.

RESOLVED FURTHER THAT the Board/committee be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By order of the Board
For Lloyd Electric & Engineering Ltd.

Anita K. Sharma
Company Secretary
FCS:7373

Place: New Delhi
Date: May 28, 2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing proxy should however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. Shareholders are requested to bring their copy of Annual Report to the Meeting.

4. Members/Proxies should fill the Attendance Slip and hand over the same at the entrance for attending the meeting.

5. Those who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.

6. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting ("AGM").

7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Queries proposed to be raised at the AGM may please be sent to the Company at its Registered/Corporate Office, at least 7 days prior to the date of AGM to enable the Company to compile the information and answer them in the meeting.

9. The Register of Members and Share Transfer Register will remain closed from Saturday the 4th day of July, 2015 to Friday, the 10th day of July, 2015 (both days inclusive) for the purpose of AGM and payment of dividend, if declared at the meeting.

10. **Dividend Entitlement:** Dividend on Equity shares, as recommended by the Directors, if declared at the meeting will be paid within a period of 30 days from the date of declaration to those members whose names appear on the Register of Members of the Company. In the case of Beneficial owner as at the close of July 03, 2015 as per the beneficial ownership data furnished by NSDL/CDSL for the purpose and in respect of shares held in physical form after giving effect to all valid share transfers in physical form which are lodged with the Company on or before July 03, 2015.

    Dividend amounts of Members holding shares in electronic form and to those members holding in physical form, who have given their Bank details, will be credited to their respective bank account through Electronic Clearing Service (ECS), wherever such facilities are available, soon after the declaration of the dividend in the AGM.

    Dividend warrants in respect of Members holding in Physical Form will be sent through post on or after July 13, 2015 but within the statutory time limit fixed for the payment of dividend pursuant to the provisions of the Companies Act, 2013.

11. As provided in Section 205A and 205C of the Companies Act, 1956, dividend for the financial year ended 31st March, 2007 and thereafter, which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund ('IEP Fund'). The unclaimed dividend in respect of financial years upto 2006-07 has already been transferred to the IEP Fund.

    The information in respect of unclaimed dividend due for transfer to the IEP Fund in future is given in the Corporate Governance Report forming part of Annual Report. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 21, 2014 (date of last AGM) on the website of the Company as also on the website of Ministry of Corporate Affairs.

    Shareholders, who have not yet encashed their dividend warrant(s) for such period, may send their request for revalidation of Dividend Warrant(s) or issue of duplicate Dividend Warrant(s), as the case may be, to the Company's Corporate Office immediately.

12. The members holding shares in physical form are requested to intimate any change in their address to the Company's RTA. Those holding Shares in dematerialised form should intimate any such change to their Depository Participants.

13. Those members who have not yet got their Equity Shares dematerialised are requested to contact any of the Depository Participants in their vicinity for getting their Shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed at the Registered / Corporate Office of the Company.

14. Securities and Exchange Board of India (SEBI) had directed that it shall be mandatory to furnish copy of PAN card to the Company/RTAs for registration of transfer/transmission/transposition of shares of the Company in relation to securities market transactions and off-market/private transactions in physical form of listed companies. Hence, all prospective shareholders acquiring shares in physical form are requested to provide a copy of their PAN card along with their request for registration of transfer/transmission/transposition of shares of the Company.

15. In all correspondence with the Company and/or the Registrar & Transfer Agent, members are requested to quote their folio number and in case their shares are held in the dematerialized (electronic) form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.

16. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.

17. The annual report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.lloydengg.com.

18. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with their depository participant or send their consent at investor.relation@lloydengg.com alongwith their folio no. and valid email address for registration.

19. VOTING THROUGH ELECTRONIC MEANS: Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility (remote e-voting) to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 28th AGM to be held on Friday, 10th July, 2015 at 09:30 AM. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the E-Voting facility.

    The remote e-voting Event Number, User ID and Password alongwith the detailed instructions for remote e-voting are provided in the attendance slip, being sent alongwith the notice of AGM and forms an integral part of Notice of AGM.

The remote e-voting period commences on July 07, 2015 (9:00 A.M.) and ends on July 09, 2015(5:00 P.M.) During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of July 04, 2015 may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

20. Since the company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The shareholders who will be physically present at the meeting shall be provided with polling papers to cast their votes at the meeting.

21. The Members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will not considered.

22. The voting rights of the members shall be in proportion to their shares in the equity capital of the Company, as on the cut-off date, being Saturday, July 04, 2015.

23. Mr. Sanjay Chugh, Practicing Company Secretary(Membership No. 3754) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the polling process at the AGM in a fair and transparent manner.

24. The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.

25. The Chairman shall declare the results after receiving the scrutinizer's report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.lloydengg.com** and on the website of NSDL and shall be communicated to Bombay Stock Exchange Ltd., National Stock Exchange of India Ltd.

26. All documents referred to in the accompanying Notice and statement pursuant to Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 28th AGM of the Company.

27. The relevant details as required under Clause 49 of the Listing Agreement with the stock exchanges, of persons seeking appointment/re-appointment relating to item Nos. 3 and 6 of the Notice are also annexed.

28. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is provided in respect Special Business set out at item no. 5&6 is as under:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5:

The Board of Directors of the Company had, in its meeting held on May 29, 2014, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Jain Sharma & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ended March 31, 2015, at a remuneration of Rs.50,000/- plus service tax as applicable and out of pocket expenses, subject to ratification by the shareholders.

Further, the Board of Directors had, in its meeting held on May 28, 2015, on recommendation of Audit Committee, re-appointed M/s. Jain Sharma & Associates, Cost Accountants as Cost auditor for the financial year 2015-16 at the same remuneration i.e. Rs. 50,000/- plus service tax as applicable and out of pocket expenses, subject to ratification by the shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly,

the Members are requested to ratify the remuneration payable to the Cost Auditors to conduct the cost audit for the Financial Year 2014-15 and 2015-16.

None of the Directors/Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the resolution as set out at item no.5 of the Notice for approval of the members.

Item No.6

Mr. Mukat Behari Sharma (DIN:02942036) was appointed as a Whole Time Director of the Company w.e.f. January 28, 2010 for a period of five years. He has been drawing remuneration in the scale of Rs. 3,50,000-Rs.4,50,000 per month(with an annual increment up to 15% per year subject to the approval of the Board of Directors/ Committee thereof from time to time) w.e.f. April 1, 2013 for the remainder term of his office which was approved by shareholders of the Company at the 26th AGM held on September 28, 2013.

Mr. Mukat Behari Sharma has also been serving the Company in the capacity of the Chief Financial Officer. He also holds position of Executive of Lloyd Coils Europe s.r.o., Czech based wholly owned subsidiary of the Company.

The term of Mr. Mukat Behari Sharma was expiring on January 27, 2015. The Board of Directors had, in its Board meeting held on November 10, 2014 re-appointed Mr. Mukat Behari Sharma as Whole Time Director of the Company for a further period of 2 years w.e.f. January 28, 2015 at a remuneration, benefits, amenities and perquisites which are presently paid/payable/ enjoyed to/by him:

The Principal terms and conditions of Mr. Mukat Behari Sharma's re-appointment are as under:

a) **Term of Office:** 2 years w.e.f. 28th January, 2015

b) **Gross Remuneration:** Gross monthly remuneration is Rs.4,03,573 in the Scale of Rs.3,50,000-Rs.4,50,000 per month (with an annual increment up to 15% per year subject to the approval of the Board of Directors/ Committee thereof from time to time) whether paid as salary, allowance(s), perquisites or a combination thereof.

The perquisites and allowances as aforesaid shall include accommodation (furnished or otherwise) or House rent allowance in lieu thereof; house maintenance allowance together with re-imbursement of expenses; leave travel concession for self and family including dependents; utility allowance, quarterly allowance, club fees, medical insurance and other perquisites and/or allowances as per the policy/rules of the Company in force and/or as may be approved by the Board of Directors from time to time. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any other rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost to the Company.

In addition to the above, he will also be entitled to the following benefits as per policy/rules of the Company in force or as may be approved by the Board of Directors from time to time:

A. (i) Company's contribution to Provident Fund, Superannuation or Annuity funds;

(ii) Payment of gratuity and other retirement benefits;

(iii) Encashment of leave

B. (i) Free use of Company's car with driver and free use of Company's telephone at his residence and mobile phone.

(ii) Out of pocket expenses incurred in course of the official duties.

Other Benefits:·

(i) Premium for insurance shall be paid in accordance with rules and policies of the Company.

(ii) Housing Loan or other facilities as applicable and in accordance with the rules and policies of the company.

(iii) Any other benefits, facilities, allowances and expenses as may be allowed under Company's rules / scheme and available to other employees.

Commission

As may be decided from time to time by the Board of Directors/ Committee thereof, subject to the overall ceiling of 1% of the net profits of the Company, computed in the manner laid down in section 197 (6) of the Companies Act, 2013.

Reimbursement of Expenses

Reimbursement of expenses incurred for travelling, boarding and lodging; provisions of car(s) for use on Company's business and telephone expense at residence shall be reimbursed and not considered as perquisites.

All other terms and conditions of his appointment remain unchanged.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Mukat Behari Sharma alongwith his relatives to the extent of their shareholding in the company, if any, are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution as set out in Item no.6 for the approval of the members as an ordinary resolution.

By order of the Board
For Lloyd Electric & Engineering Ltd.

Anita K. Sharma
Company Secretary
FCS:7373

Place: New Delhi
Date: May 28, 2015

Details of Directors seeking appointment and re-appointment at the 28th Annual General Meeting

(pursuant to clause 49 of the Listing Agreement)

Name of Director	Mr. Achin Kumar Roy	Mr. Mukat Behari Sharma
Director's Identification Number (DIN)	01475456	02942036
Date of Birth	31.05.1950	16.09.1963
Original Date of Appointment	28.04.2007	28.01.2010
Qualification & Expertise	Mr. Achin Kumar Roy aged 65 years is a Graduate in Mechanical Engineering from Delhi University having more than two decades of experience in Heating Ventilation Air-conditioning & Refrigerator (HVAC&R) industry. He joined the organization in the year 1996 and served in various positions prior to his appointment as whole time director in the year 2007. He is incharge of OEM business of the Company. With extensive experience in manufacturing operations, sales, marketing, engineering, project management, Mr. Roy has successfully positioned Lloyd as one of the fastest growing company in the air-conditioning industry.	Mr. Mukat Behari Sharma is a commerce graduate and has a rich and vast experience in the areas of finance, accounts, commercial, business development, planning, strategic mergers and acquisitions. He is also serving as a Chief Financial Officer of the Company
Shareholding in the Company	1,000	NIL
List of Other public limited companies in which directorship held	NIL	NIL
Membership/Chairmanship of Committees of other public companies	NIL	NIL
Relationships between directors interse	NIL	NIL

Lloyd Electric & Engineering Limited

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CIN No.: L29120RJ1987PLC012841
Regd. Office: A-146(B&C), RIICO INDUSTRIAL AREA, BHIWADI, DISTRICT ALWAR- RAJASTHAN-301019
Tel: 01493-220724, 222521, 221348
Website: www.lloydengg.com, **E-mail:** investor.relation@lloydengg.com

ATTENDANCE SLIP

28th Annual General Meeting
July 10, 2015

Name & Address of the Holders

Joint holder, if any

Folio / D.P. & Client I.D. No

No. of Equity Shares held

Name of the Proxy / Representative, if any

I/ we hereby record my/our presence at the 28th Annual General Meeting of the Company, being held at its registered office at 146 (B & C), RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan-301019.on Friday, the 10th day of July, 2015 at 09:30 A.M.

_____
(Signature of the Shareholder/Proxy/Authorised Representative)

IMPORTANT : This attendance slip may please be handed over at the entrance of the Meeting Hall.

VOTING THROUGH ELECTRONIC MEANS

Shareholders may please note the electronic voting particulars set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013 and Clause 35 B of the Listing Agreement.

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

The remote e-voting period commences on July 07, 2015 (9:00 A.M.) and ends on July 09, 2015 (5:00 P.M.).
Please read the e-voting instructions printed overleaf before exercising the vote. These e-voting details and instructions form an integral part of the Notice of the 28th AGM.

Lloyd Electric & Engineering Limited

LIVE THE FUTURE

CIN No.: L29120RJ1987PLC012841
Regd. Office: A-146(B&C), RIICO INDUSTRIAL AREA, BHIWADI, DISTRICT ALWAR- RAJASTHAN-301019
Tel: 01493-220724, 222521, 221348
Website: www.lloydengg.com, **E-mail:** investor.relation@lloydengg.com

FORM OF PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member	Folio no. / DP ID
Registered Office	
Client ID	E-mail id

I/We being the member(s) of …….. shares of the above named Company hereby appoint:

1. Name:.....E-mail id:.....
   Address:.....Signature:.....or failing him/her
2. Name:.....E-mail id:.....
   Address:.....Signature:.....or failing him/her
3. Name:.....E-mail id:.....
   Address:.....Signature:.....

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 28th Annual General Meeting of the Company, to be held at its registered office at 146 (B & C), RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan-301019 on Friday, the 10th day of July, 2015 at 09:30 A.M. and at any adjournment thereof in respect of Resolutions as indicated below:

S.No.	Resolution	For*	Against*
Ordinary Business			
1	Adoption of standalone and consolidated financial statements for the Financial Year ended March 31, 2015.		
2	Declaration of final dividend		
3	Re-appointment of Mr. Achin Kumar Roy (DIN: 01475456) as Director, who retires by rotation		
4	Ratification of appointment of M/s Suresh C. Mathur & Co., Chartered Accountants, as Statutory Auditors of the Company and fixation of remuneration		
Special Business			
5	Ratification of Remuneration of Cost Auditor.		
6	Re-appointment of Mr. Mukat Behari Sharma (DIN: 02942036) as Whole-time Director for a period of 2 years w.e.f. January 28, 2015.		

Signed this _____ day of _____ 2015

Affix Revenue Stamp

..... Signature of Proxy Holder(s)

..... Signature of Shareholder

Notes :
This form of Proxy, in order to be effective, should be deposited at the Registered of the Company, not later than 48 Hours before the commencement of the aforesaid meeting.
For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 28th Annual General Meeting.
*This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

REMOTE E-VOTING INSTRUCTIONS

A. The Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on the resolutions set forth in the Notice convening 28th Annual General Meeting ("AGM") to be held on Friday, the 10th day of July, 2015 at 09:30 A.M. at Registered Office of the Company.

B. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. NSDL shall be sending the user ID & passwords to those members whose e-mail ids are registered with Company /depository participants. You are receiving this physical copy of the Notice of AGM since your e-mail id is not registered or you have requested for the physical copies of the same.

The process and manner for remote e-voting are as under:

1. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
   - i. Open email and open PDF file viz; "LEEL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
   - ii. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com
   - iii. Click on Shareholder – Login
   - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
   - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
   - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
   - vii. Select "REVEN" of Lloyd Electric & Engineering Limited.
   - viii. Now you are ready for remote e-voting as Cast Vote page opens
   - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
   - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
   - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
   - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the VScrutinizer through e-mail to schughpcs@gmail.com or with a copy marked to evoting@nsdl.co.in
2. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
   - i. Initial password is provided at the bottom of the Attendance Slip for the AGM :
   - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

D. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

F. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 04, 2015.

G. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 04, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

H. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

I. The e-voting period commences on July 07, 2015 (9.00 A.M.) and ends July 09, 2015 (5.00 P.M.) During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of July 04, 2015, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

J. Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. FCS 3754), has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the polling process at the AGM in a fair and transparent manner.

K. The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.

L. The Chairman shall declare the results after receiving the scrutinizer's report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.lloydengg.com** and on the website of NSDL and shall be communicated to Bombay Stock Exchange Ltd., National Stock Exchange of India Ltd.