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

January 31, 2015

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

Scrip Code: 517518

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

NSE Symbol: LLOYDELENG

Sub: Clause 31 of the Listing Agreement

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith copy of the Postal Ballot Notice dated January 28, 2015 being sent to the shareholders of the Company seeking their consent for the businesses stated thereunder along with the calendar of Events approved by the Board of Directors.

Kindly take the above information on record and oblige.

Thanking You,

Yours faithfully,
For LLOYD ELECTRIC & ENGINEERING LTD.
For Lloyd Electric and Engineering Limited

Company Secretary

Anita K. Sharma
Company Secretary
Encl: a/a

LLOYD ELECTRIC & ENGINEERING LIMITED

LIVE THE FUTURE

CIN: L29120RJ1987PLC012841
Regd. Office: A-146 (B&C), RIICO Industrial Area, Dist. Alwar
Bhiwadi, Rajasthan- 301019

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special Resolution/Ordinary Resolution through Postal Ballot. The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot form (the "Form") for your consideration. The Board of Directors has appointed Mr. Sanjay Chugh, Practicing Company Secretary, New Delhi as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours on Thursday, 5th March, 2015.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the Procedure & instructions of E-voting as mentioned at the end of this Notice and instructions overleaf the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman.

The result of the Postal Ballot would be announced by the Chairman or the Company Secretary of the Company on Saturday, 7th March, 2015 at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website www.lloydengg.com

SPECIAL BUSINESS:

Item no. 1

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized on behalf of the Company to create, offer, issue and allot, from time to time, in one or more tranches, upto 60,00,000 (Sixty Lacs only) warrants on preferential basis to Himalayan Mineral Waters Pvt. Ltd.; Lloyd Stock & Investments Pvt. Ltd.; Lloyd Credits Limited; Lloyd Manufacturing Pvt. Ltd.; Pandit Kanahaya Lal Punj Pvt. Ltd.; and Perfect Radiators and Oil Coolers Pvt. Ltd., entitling the holder of each warrant, from time to time to apply and obtain allotment of one equity share of the face value of Rs. 10/- each fully paid up against each such warrant (hereinafter referred to as warrants), in one or more tranches, in such manner, at such price and on such terms and conditions as may be determined by the Board in accordance with SEBI ICDR Regulations 2009 or other provisions at the time, provided that the minimum price of the Warrants so issued shall not be less than the price arrived at in accordance with the provisions of SEBI ICDR Regulations , 2009.

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, 2009, the "Relevant Date" for determination of price of the Equity Shares to be issued and allotted upon exercise of the right attached to the Warrants referred to above, shall be 5th February, 2015 i.e. the date 30 days prior to the date of declaration of results through Postal Ballot to consider the proposed issue.

For LLOYD ELECTRIC & ENGINEERING Ltd.

Company Secretary

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Warrants shall be on the following terms:

1) In accordance with Chapter VII of SEBI ICDR Regulations, 2009, 25% of the consideration payable for the Warrants (and equity shares into which they are converted), shall be paid by the proposed allottees to the Company upon issue and allotment of Warrants;

2) The holders of each warrant will be entitled to apply for and obtain allotment of one equity share of the face value of Rs. 10/- each of the Company against each Warrant at any time after the allotment but on or before the expiry of eighteen months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Warrants being so exercised to the Company simultaneously with the allotment of equity shares by the Company pursuant to such exercise. The amount so paid will be adjusted/ set-off against the issue price of the resultant equity shares.

3) If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited.

4) Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and balance amount paid against each Warrant, towards the securities premium. The allotment shall be made only in dematerialized form.

5) In the event of the Company making a bonus Issue by way of capitalization of its reserves, prior to allotment of equity shares resulting from the exercise of the option under the warrants, the number of shares to be allotted against such warrants shall stand augmented in the same proportion in which equity share capital increases as a consequence of such bonus issue and the premium shall stand reduced pro tanto.

6) The Warrants by itself until exercised and equity shares allotted, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the company except as specified above.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon exercise of option by Warrant holder(s) or as may be necessary in accordance with the terms of the offer.

RESOLVED FURTHER THAT the equity shares allotted on exercise of warrants in terms of this resolution shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue or allot the aforesaid warrants and listing of the resultant equity shares with the stock exchanges(s) as appropriate and to clarify, resolve and settle all questions difficulties or doubts that may arise in relation to the proposed issue, offer and allotment of said warrants, the utilization of the proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.

Item no. 2- Appointment of Mr. Surjit Krishan Sharma as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as an **"Ordinary Resolution"**:

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Surjit Krishan Sharma (DIN: 00058581), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e. commencing from March 7, 2015 up to March 6, 2020, and whose office shall not be liable to retire by rotation."

Item no. 3- Appointment of Dr. Geeta Ajit Tekchand as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as an **"Ordinary Resolution"**:

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Geeta Ajit Tekchand (DIN: 02937277), a Non- Executive

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e. commencing from March 7, 2015 up to March 6, 2020, and whose office shall not be liable to retire by rotation."

Item no. 4- Appointment of Mr. Ramesh Kumar Vasudeva as Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as an **"Ordinary Resolution":**

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ramesh Kumar Vasudeva (DIN: 06368045), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e. commencing from March 7, 2015 up to March 6, 2020, and whose office shall not be liable to retire by rotation."

Item no. 5- Appointment of Mr. Ajay Dogra as Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as an **"Ordinary Resolution":**

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ajay Dogra (DIN: 02430117), a Non- Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e. commencing from March 7, 2015 up to March 6, 2020, and whose office shall not be liable to retire by rotation."

By order of the Board of Directors
For Lloyd Electric & Engineering Limited

Dated: 28th January, 2015
Place: New Delhi

Anita K. Sharma
Company Secretary

NOTES

1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

2) A Postal Ballot Form and a self-addressed postage pre-paid envelope are enclosed herewith to enable the members to exercise their voting rights.

3) The Notice is being sent to all the Members, whose name appear on the Register of Members as on Friday, **23rd January, 2015.**

4) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and in terms of Clause 35B of the Listing Agreement, the Company has extended the e-voting facility to all its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Forms. The Company has availed the services of National Securities Depository Limited (NSDL) to transact the businesses as mentioned in the Notice through e-voting.

5) The Board of Directors of the Company at their meeting held on **28th January, 2015** has appointed Mr. Sanjay Chugh, Practicing Company Secretary, as scrutinizer for conducting the postal ballot process in a fair and transparent manner. The self-addressed, postage pre-paid envelope attached to this notice bears the address to which duly completed postal ballot form is to be sent.

6) Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed Postal Ballot Form (no other form or photocopy is permitted) in the attached self-addressed envelope, so as to reach the scrutinizer on or before **5th March, 2015.**

7) The Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary of the Company, upon completion of scrutiny in a fair and transparent manner and thereafter the results of Postal Ballot shall be announced at the Registered Office of the Company situated at A-146 (B&C), RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan- 301019 on Saturday, **7th March, 2015.** The date of declaration of postal ballot will be taken as the date of passing the resolutions. The result of the Postal ballot shall also be posted on the Company's website www.lloydengg.com besides communicating the same to the BSE Limited (BSE) and National Stock Exchange (NSE) where the shares of the Company are listed.

8) All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. up to the date of declaration of results of postal ballot.

For LLOYD ELECTRIC & ENGINEERING LTD.

- Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013, the following statement sets out the material facts concerning the special business mentioned in the accompanying Notice dated 28th January, 2015 and shall be taken as forming part of the Notice. Further, in terms of Regulation 73 and other applicable provisions of SEBI (ICDR) Regulations, the following disclosures are needed to be made in the Explanatory Statement to the Notice.

ITEM NO. 1

The Company intends to raise long term funds by way of equity to reduce its borrowings and thereby augment the long term financial resources of the Company. Accordingly, the Board of Directors at their meeting held on 28th January, 2015, considered, subject to the necessary approval (s), issuance of 60,00,000 (Sixty Lacs Only) warrants on preferential basis to promoters/ Promoter group/ Persons acting in concert.

The Price at which the warrants may be exercised over a period of eighteen months from the date of allotment shall be the price determined as per Regulation 76 of the SEBI ICDR Regulations, 2009. The SEBI ICDR Regulation provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

a) The average of weekly high and low of the volume weighted average price of the related shares quoted on the stock exchange during the twenty six weeks preceding the relevant date; or

b) The average of weekly high and low of the volume weighted average price of the related shares quoted on a stock exchange during the two weeks preceding the relevant date.

The details of the issue and other particulars as required in terms of Chapter VII of the SEBI ICDR Regulations, 2009 in relation to the aforesaid Special Resolution are given as under:

1. **The Objects of the Preferential Issue:**

   The proceeds of the preferential issue are proposed to be used to meet with the long term working capital requirement, reducing debts and other general corporate purpose.

2. **The intention of the promoters / directors or key management personnel to subscribe to the offer:**

   The preferential issue is being made to Promoters/ Promoters Group/ Person acting in concert viz. Pandit Kanahaya Lal Punj Pvt. Ltd., Himalayan Mineral Waters Pvt. Ltd., Lloyd Stock & Investments Pvt. Ltd., Lloyd Credits Limited, Lloyd Manufacturing Pvt. Ltd. and Perfect Radiators and Oil Coolers Pvt. Ltd.

   Letter(s) of intent from the aforesaid proposed allottee(s) agreeing to subscribe to the offer has been received. In the event, any of the Equity Shares remaining unsubscribed by the aforesaid proposed allottee(s), for any reason whatsoever, the same will be offered and allotted by the Board at its absolute discretion to any other person / entity/ investor within the same promoter category / class, on the same terms and conditions.

3. **Relevant Date:**

   The Relevant Date as per the SEBI (ICDR) Regulations for the determination of issue price of the Warrants and the equity shares to be allotted pursuant to conversion of the warrant shall be 5th February, 2015 i.e. the date 30 days prior to the date of declaration of result being 7th March, 2015.

4. **Terms of Issue of Warrants to Promoters/ Promoter Group/ Persons acting in concert:**

   a) The proposed allottees of Warrants shall, on the date of allotment , pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the Chapter VII of SEBI ICDR Regulations, 2009

   b) The holders of each Warrant shall be entitled to apply for and obtain allotment of one equity share of the face value of Rs. 10/- each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of eighteen month(s) from the date of allotment, in one or more tranches. At the time of the exercise of entitlement, the Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Warrants being so exercised to the Company, simultaneously with the allotment of equity shares of the Company pursuant to such exercise. The amount so paid will be adjusted/ set-off against the issue price of the resultant shares.

   c) In the event of entitlement attached to Warrants to subscribe for Equity Shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the Warrants shall stand forfeited.

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

d) Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants as above, the Board (or a Committee thereof) shall allot one Equity Share per warrant by appropriating Rs.10/- towards equity share capital and the balance amount paid against each warrant, towards the securities premium.

e) The warrant holders shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holders.

f) The warrant by itself until exercised and equity shares allotted, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above.

g) The Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed.

5. **Lock in period:**

The equity shares arising out of the exercise of the right attached to the Warrants allotted on a preferential basis to the proposed allottees shall be subject to lock-in period of three years from the date of trading approval granted for such shares, as specified under Chapter VII of the SEBI ICDR Regulations, 2009 relating to preferential Issues.

6. **Particulars of subscribers to Warrants:**

The Promoter/ Promoter Group/ Person acting in concert viz. Pandit Kanahaya Lal Punj Pvt. Ltd, Himalayan Mineral Waters Pvt. Ltd., Lloyd Stock & Investments Pvt. Ltd., Lloyd Credits Limited., Lloyd Manufacturing Pvt. Ltd. and Perfect Radiators & Oil Coolers Pvt. Ltd., intend to subscribe to an aggregate of upto 60,00,000 Warrants under the preferential issue.

7. **Under subscription if any:**

Any of the Warrants issue as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/ investor controlled by the Promoters and/or Promoter Group, on the same terms and conditions.

8. **The Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees is as follows:**

S. No.	Name of the Proposed Allottee	Ultimate Beneficial Owner
1	Pandit Kanahaya Lal Punj Pvt. Ltd.	Mr. Brij Raj Punj and family are the ultimate owners and/or who ultimately control the proposed allottees
2	Himalayan Mineral Waters Pvt. Ltd.	
3	Lloyd Stock & Investments Pvt. Ltd.	
4	Lloyd Credits Limited	
5	Lloyd Manufacturing Pvt. Ltd.	
6	Perfect Radiators & Oil Coolers Pvt. Ltd.	

The percentage of post preferential issue capital that may be held by the proposed allottee (s) is as follows

Name of allottees	Pre-allotment holding		Post-allotment holding	
	Total no. of shares	% of total voting rights	Total no. of shares	% of total voting rights
Pandit Kanahya Lal Punj Pvt Ltd.	NIL	NIL	1600000	3.87%
Himalayan Mineral Waters Pvt. Ltd.	NIL	NIL	1600000	3.87%
Lloyd Stock & Investments Pvt. Ltd.	NIL	NIL	800000	1.94%
Lloyd Credits Ltd	NIL	NIL	800000	1.94%
Lloyd Manufacturing Pvt. Ltd.	1653416	4.68%	2253416	5.45%
Perfect Radiators & Oil coolers Pvt. Ltd.	1068845	3.03%	1668845	4.04%

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

9. **The Shareholding pattern pre and post Preferential Offer : The shareholding pattern giving the present position as also considering full allotment of Warrants to Promoters/ Promoter Group/ Persons acting in concert and equity shares arising out of the conversion thereof, as per the Resolution set out in the accompanying Notice are given below:**

	Category of Shareholder	Pre-allotment holding		Post-allotment holding #	
		Total no. of shares	% of total voting rights	Total no. of shares	% of total voting rights
(A)	**Promoter and Promoter Group**				
(1)	*Indian*				
(a)	Individuals	4597377	13.02%	4597377	11.13%
(b)	Bodies Corporate	13055019	36.96%	19055019	46.12%
(2)	*Foreign*	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)	**17652396**	**49.98%**	**23652396**	**57.25**
(B)	**Public shareholding**				
1.	Institutional Investors				
	Financial Institution/ Banks	1240	0.00%	1240	0.00%
	FIIs	477373	1.35%	477373	1.16%
2.	Non-Institutional Investors				
	Bodies Corporate	6133470	17.37%	6133470	14.84%
	General Public	9805310	27.76%	9805310	23.73%
	Any Other – Clearing Member	123086	0.35%	123086	0.30%
	Any Other – NRI	536353	1.52%	536353	1.30%
	Any Other – HUF	575032	1.63%	575032	1.39%
	Total Public Shareholding (B)	17651864	49.97%	17651864	42.72%
(C)	**Shares held by custodian against which Depository receipts have been issued**				
	Promoter and Promoter group	-	-	-	-
	Public	16000	0.05%	16000	0.04%
	Total (c)	16000	0.05%	16000	0.04%
	Grand Total	35320260	100%	41320260	100%

 # assuming full conversion of Warrants being issued

10. **Proposed time within which the allotment shall be completed**

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of Warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of Warrants would require any approval(s) from any regulatory authority including the Stock Exchanges where the shares of the Company are listed or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

11. **Change in Control**

There shall be no change in management or control of the Company pursuant to the issue of equity shares and Warrants.

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

12. **Others**

A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of the Equity Shares / Warrants is being made in accordance with the SEBI ICDR Regulations is placed on the website of the Company and is available for inspection by the Members at the Registered office of the Company till the declaration of results.

As it is proposed to issue the Warrants on a preferential basis to persons other than the holders of the equity shares of the Company, entitling the holder to apply and obtain allotment of one equity share of Rs. 10/- each against each Warrant, a special resolution is required to be approved by the members pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 and Chapter VII of SEBI ICDR Regulations, 2009. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription on pro rata to the shareholders in a general meeting unless decided otherwise. Your directors therefore recommend the resolution for your approval.

Mr. Brij Raj Punj, Chairman and Managing Director and Mr. Bharat Raj Punj, Executive Director along with their relatives being Promoters of the Company may be deemed to be concerned or interested in the proposed Resolution.

Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

ITEM NO. 2 - ITEM NO. 5

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Surjit Krishan Sharma, Dr. Geeta Ajit Tekchand, Mr. Ramesh Kumar Vasudeva and Mr. Ajay Dogra as Independent Directors at various times, in compliance with the requirements of the clause and to ensure independence and transparency of the Board.

The period of office of the said Directors is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.Pursuant to the provisions of Section 149 of the Companies act, 2013, which came into effect from April 1, 2014, an Independent Director shall hold office for a term of up to five consecutive years on the Board and that the provisions relating to retirement of directors by rotation shall not apply to appointment of Independent Directors. Additionally, the ministry of Corporate Affairs, Government of India by a notification, has declared that if a Company intends to appoint existing independent directors as independent directors under the 2013 Act, such appointment must be made expressly in accordance with the provisions of the Companies Act, 2013 within one year from April 1, 2014.

Accordingly, the Company proposes to comply with the provisions of the Companies Act, 2013 and the Rules and notifications made thereunder.

The nomination Committee has recommended the appointment of the aforesaid directors as independent directors for a term of up to five consecutive years commencing from March 7, 2015 up to March 6, 2020.

Mr. Surjit Krishan Sharma, Dr. Geeta Ajit Tekchand, Mr. Ramesh Kumar Vasudeva and Mr. Ajay Dogra, Non-executive Directors of the Company, have given a declaration to the board that they meet the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are Independent of the management.

The terms and conditions of appointment of the above Directors shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holiday between 11.00 a.m. to 1.00 p.m. up till the date of the declaration of results.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is recommended by the Board as set forth in Item No. 2- Item no. 5 for the approval of members as Ordinary resolution.

No Director, Key managerial personnel or their relatives, except the respective directors to whom the resolution relates, is interested or concerned in the resolution.

By order of the Board of Directors
For Lloyd Electric & Engineering Limited

Dated: 28th January, 2015
Place: New Delhi

Anita K. Sharma
Company Secretary

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

Procedure & instructions of E-voting

A. In case a member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):

1. Open the e-mail and also open the attached PDF file with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL **https://www.evoting.nsdl.com/**
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Lloyd Electric & Engineering Limited. Members can cast their vote online from Wednesday, 4th February, 2015 (9:00 am) till Thursday, 5th March, 2015 (6:00 pm). Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once the Vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 Scrutinizer through e-mail **schughpcs@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

B. **Voting through Physical Postal Ballot Form**

In case a Member receives physical copy of the Ballot Paper (for Members whose e-mail addresses are not registered with the Company/ Depositories):

1. Initial password is provided in the Ballot Paper: EVEN (E-Voting Event Number), user ID and password.
2. Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to caste vote.

C. **OTHER INSTRUCTIONS**

1. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
2. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
4. The e-voting period commences from Wednesday, 4th February, 2015 (9:00 am) till Thursday, 5th March, 2015 (6:00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 23rd January, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
5. Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. FCS 3754), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
7. **A member can opt only one mode of voting i.e. either through e-voting or by physically sending the Ballot Paper. If any member opts for e-voting, his/her vote through Ballot Paper will not be counted.**
8. 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 www.evoting.nsdl.com within two days of the declaration of result by the Chairman on 7th March, 2015 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
9. In case of any queries, the member may contact the Company Secretary of the Company at investor.relation@lloydengg.com.

By order of the Board of Directors
For Lloyd Electric & Engineering Limited

Dated: 28th January, 2015
Place: New Delhi

Anita K. Sharma
Company Secretary

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

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

The Calendar of Events for Postal Ballot Process

S.N.	PARTICULARS	DATES
a)	Date on which consent is given by the Scrutinizer	22nd January, 2015
b)	Record Date for reckoning the rights of members for participating in the Postal Ballot Process	23rd January, 2015
c)	Date of Appointment of the Scrutinizer by Board of Directors of the Company	28th January, 2015
d)	Date of completion of dispatch of Notice	3rd February, 2015
e)	Relevant Date- 30 days prior to the declaration of results	5th February, 2015
f)	E-voting start Date	4th February, 2015
g)	E-voting End date	5th March, 2015
h)	Last date for receiving postal ballot forms by the Scrutinizer	5th March, 2015
i)	Last date of submission of the Report by the Scrutinizer	7th March, 2015
j)	Date of declaration of the result by the Chairman/Company Secretary of the Company	7th March, 2015
k)	Allotment of warrants	On or before 22nd March, 2015
l)	Last date of signing of Minutes by the Chairman	On or before 7th April, 2015

For Lloyd Electric & Engineering Limited

Company Secretary

Anita K Sharma
Company Secretary